
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2015

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number 1-3950

Ford Motor Company

(Exact name of Registrant as specified in its charter)

Delaware

(State of incorporation)

38-0549190

(I.R.S. Employer Identification No.)

One American Road, Dearborn, Michigan

(Address of principal executive offices)

48126

(Zip Code)

313-322-3000

(Registrant's telephone number, including area code)

Indicate by check mark if the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 21, 2015, Ford had outstanding 3,904,504,162 shares of Common Stock and 70,852,076 shares of Class B Stock.

Exhibit Index begins on page [62](#)

FORD MOTOR COMPANY
QUARTERLY REPORT ON FORM 10-Q
For the Quarter Ended March 31, 2015

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements.

**FORD MOTOR COMPANY AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENT
(in millions, except per share amounts)**

| | For the periods ended March 31, | |
|---|--|-------------|
| | 2015 | 2014 |
| | First Quarter | |
| | (unaudited) | |
| Revenues | | |
| Automotive | \$ 31,800 | \$ 33,876 |
| Financial Services | 2,100 | 2,000 |
| Total revenues | 33,900 | 35,876 |
| Costs and expenses | | |
| Automotive cost of sales | 28,702 | 31,021 |
| Selling, administrative, and other expenses | 3,609 | 3,372 |
| Financial Services interest expense | 647 | 678 |
| Financial Services provision for credit and insurance losses | 73 | 39 |
| Total costs and expenses | 33,031 | 35,110 |
| Automotive interest expense | 165 | 208 |
| Automotive interest income and other income/(loss), net (Note 14) | 190 | 214 |
| Financial Services other income/(loss), net (Note 14) | 74 | 68 |
| Equity in net income of affiliated companies | 437 | 419 |
| Income before income taxes | 1,405 | 1,259 |
| Provision for/(Benefit from) income taxes (Note 16) | 480 | 270 |
| Net income | 925 | 989 |
| Less: Income/(Loss) attributable to noncontrolling interests | 1 | — |
| Net income attributable to Ford Motor Company | \$ 924 | \$ 989 |
| EARNINGS PER SHARE ATTRIBUTABLE TO FORD MOTOR COMPANY COMMON AND CLASS B STOCK (Note 18) | | |
| Basic income | \$ 0.23 | \$ 0.25 |
| Diluted income | 0.23 | 0.24 |
| Cash dividends declared | 0.15 | 0.125 |

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(in millions)**

| | For the periods ended March 31, | |
|--|--|-------------|
| | 2015 | 2014 |
| | First Quarter | |
| | (unaudited) | |
| Net income | \$ 925 | \$ 989 |
| Other comprehensive income/(loss), net of tax (Note 13) | | |
| Foreign currency translation | (636) | (235) |
| Derivative instruments | (90) | 92 |
| Pension and other postretirement benefits | 352 | 183 |
| Total other comprehensive income/(loss), net of tax | (374) | 40 |
| Comprehensive income | 551 | 1,029 |
| Less: Comprehensive income/(loss) attributable to noncontrolling interests | 1 | — |
| Comprehensive income attributable to Ford Motor Company | \$ 550 | \$ 1,029 |

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
SECTOR INCOME STATEMENT
(in millions)

| | For the periods ended March 31, | |
|--|---------------------------------|-----------|
| | 2015 | 2014 |
| | First Quarter | |
| | (unaudited) | |
| AUTOMOTIVE | | |
| Revenues | \$ 31,800 | \$ 33,876 |
| Costs and expenses | | |
| Cost of sales | 28,702 | 31,021 |
| Selling, administrative, and other expenses | 2,616 | 2,476 |
| Total costs and expenses | 31,318 | 33,497 |
| Interest expense | 165 | 208 |
| Interest income and other income/(loss), net (Note 14) | 190 | 214 |
| Equity in net income of affiliated companies | 429 | 412 |
| Income before income taxes — Automotive | 936 | 797 |
| FINANCIAL SERVICES | | |
| Revenues | 2,100 | 2,000 |
| Costs and expenses | | |
| Interest expense | 647 | 678 |
| Depreciation on vehicles subject to operating leases | 816 | 706 |
| Operating and other expenses | 177 | 190 |
| Provision for credit and insurance losses | 73 | 39 |
| Total costs and expenses | 1,713 | 1,613 |
| Other income/(loss), net (Note 14) | 74 | 68 |
| Equity in net income of affiliated companies | 8 | 7 |
| Income before income taxes — Financial Services | 469 | 462 |
| TOTAL COMPANY | | |
| Income before income taxes | 1,405 | 1,259 |
| Provision for/(Benefit from) income taxes (Note 16) | 480 | 270 |
| Net income | 925 | 989 |
| Less: Income/(Loss) attributable to noncontrolling interests | 1 | — |
| Net income attributable to Ford Motor Company | \$ 924 | \$ 989 |

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(in millions)

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| | (unaudited) | |
| ASSETS | | |
| Cash and cash equivalents | \$ 12,368 | \$ 10,757 |
| Marketable securities | 20,732 | 20,393 |
| Finance receivables, net (Note 4) | 79,167 | 81,111 |
| Other receivables, net | 13,005 | 11,708 |
| Net investment in operating leases | 23,914 | 23,217 |
| Inventories (Note 6) | 9,519 | 7,866 |
| Equity in net assets of affiliated companies | 3,628 | 3,357 |
| Net property | 29,612 | 30,126 |
| Deferred income taxes | 12,939 | 13,639 |
| Other assets | 7,490 | 6,353 |
| Total assets | \$ 212,374 | \$ 208,527 |
| LIABILITIES | | |
| Payables | \$ 22,366 | \$ 20,035 |
| Other liabilities and deferred revenue (Note 7) | 41,644 | 43,577 |
| Debt (Note 9) | 122,776 | 119,171 |
| Deferred income taxes | 525 | 570 |
| Total liabilities | 187,311 | 183,353 |
| Redeemable noncontrolling interest (Note 10) | 89 | 342 |
| EQUITY | | |
| Capital stock (Note 18) | | |
| Common Stock, par value \$.01 per share (3,958 million shares issued of 6 billion authorized) | 40 | 39 |
| Class B Stock, par value \$.01 per share (71 million shares issued of 530 million authorized) | 1 | 1 |
| Capital in excess of par value of stock | 21,273 | 21,089 |
| Retained earnings | 24,887 | 24,556 |
| Accumulated other comprehensive income/(loss) (Note 13) | (20,406) | (20,032) |
| Treasury stock | (848) | (848) |
| Total equity attributable to Ford Motor Company | 24,947 | 24,805 |
| Equity attributable to noncontrolling interests | 27 | 27 |
| Total equity | 24,974 | 24,832 |
| Total liabilities and equity | \$ 212,374 | \$ 208,527 |

The following table includes assets to be used to settle liabilities of the consolidated variable interest entities ("VIEs"). These assets and liabilities are included in the consolidated balance sheet above. See Note 11 for additional information on our VIEs.

| | March 31, 2015 | December 31, 2014 |
|--|-------------------|----------------------|
| | (unaudited) | |
| ASSETS | | |
| Cash and cash equivalents | \$ 2,332 | \$ 2,094 |
| Finance receivables, net | 40,964 | 39,522 |
| Net investment in operating leases | 10,115 | 9,631 |
| Other assets | 68 | 27 |
| LIABILITIES | | |
| Other liabilities and deferred revenue | \$ 38 | \$ 22 |
| Debt | 39,409 | 37,156 |

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
SECTOR BALANCE SHEET (in millions)

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| | (unaudited) | |
| ASSETS | | |
| Automotive | | |
| Cash and cash equivalents | \$ 5,074 | \$ 4,567 |
| Marketable securities | 14,468 | 17,135 |
| Total cash and marketable securities | 19,542 | 21,702 |
| Receivables, less allowances of \$388 and \$455 | 5,649 | 5,789 |
| Inventories (Note 6) | 9,519 | 7,866 |
| Deferred income taxes | 2,167 | 2,039 |
| Net investment in operating leases | 1,930 | 1,699 |
| Other current assets | 1,925 | 1,347 |
| Total current assets | 40,732 | 40,442 |
| Equity in net assets of affiliated companies | 3,490 | 3,216 |
| Net property | 29,493 | 29,795 |
| Deferred income taxes | 12,845 | 13,331 |
| Other assets | 3,204 | 2,798 |
| Non-current receivable from Financial Services | 214 | 497 |
| Total Automotive assets | 89,978 | 90,079 |
| Financial Services | | |
| Cash and cash equivalents | 7,294 | 6,190 |
| Marketable securities | 6,264 | 3,258 |
| Finance receivables, net (Note 4) | 85,699 | 86,141 |
| Net investment in operating leases | 21,984 | 21,518 |
| Equity in net assets of affiliated companies | 138 | 141 |
| Other assets | 3,474 | 3,613 |
| Receivable from Automotive | 329 | 527 |
| Total Financial Services assets | 125,182 | 121,388 |
| Intersector elimination | (543) | (1,024) |
| Total assets | \$ 214,617 | \$ 210,443 |
| LIABILITIES | | |
| Automotive | | |
| Payables | \$ 21,161 | \$ 18,876 |
| Other liabilities and deferred revenue (Note 7) | 16,745 | 17,934 |
| Deferred income taxes | 285 | 270 |
| Debt payable within one year (Note 9) | 1,986 | 2,501 |
| Current payable to Financial Services | 329 | 527 |
| Total current liabilities | 40,506 | 40,108 |
| Long-term debt (Note 9) | 11,411 | 11,323 |
| Other liabilities and deferred revenue (Note 7) | 23,071 | 23,793 |
| Deferred income taxes | 298 | 367 |
| Total Automotive liabilities | 75,286 | 75,591 |
| Financial Services | | |
| Payables | 1,205 | 1,159 |
| Debt (Note 9) | 109,379 | 105,347 |
| Deferred income taxes | 2,185 | 1,849 |
| Other liabilities and deferred income (Note 7) | 1,828 | 1,850 |
| Payable to Automotive | 214 | 497 |
| Total Financial Services liabilities | 114,811 | 110,702 |
| Intersector elimination | (543) | (1,024) |
| Total liabilities | 189,554 | 185,269 |
| Redeemable noncontrolling interest (Note 10) | 89 | 342 |
| EQUITY | | |
| Capital stock (Note 18) | | |
| Common Stock, par value \$.01 per share (3,958 million shares issued of 6 billion authorized) | 40 | 39 |
| Class B Stock, par value \$.01 per share (71 million shares issued of 530 million authorized) | 1 | 1 |
| Capital in excess of par value of stock | 21,273 | 21,089 |
| Retained earnings | 24,887 | 24,556 |
| Accumulated other comprehensive income/(loss) (Note 13) | (20,406) | (20,032) |
| Treasury stock | (848) | (848) |
| Total equity attributable to Ford Motor Company | 24,947 | 24,805 |
| Equity attributable to noncontrolling interests | 27 | 27 |
| Total equity | 24,974 | 24,832 |
| Total liabilities and equity | \$ 214,617 | \$ 210,443 |

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(in millions)

| | For the periods ended March 31, | |
|--|---------------------------------|-------------------|
| | 2015 | 2014 |
| | First Quarter (unaudited) | |
| Cash flows from operating activities | | |
| Net cash provided by/(used in) operating activities | \$ 2,413 | \$ 2,220 |
| Cash flows from investing activities | | |
| Capital spending | (1,800) | (1,516) |
| Acquisitions of finance receivables and operating leases | (12,257) | (11,646) |
| Collections of finance receivables and operating leases | 9,251 | 8,983 |
| Purchases of marketable securities | (11,711) | (15,291) |
| Sales and maturities of marketable securities | 11,327 | 13,780 |
| Settlements of derivatives | 113 | (72) |
| Other | 117 | 100 |
| Net cash provided by/(used in) investing activities | (4,960) | (5,662) |
| Cash flows from financing activities | | |
| Cash dividends | (593) | (493) |
| Net changes in short-term debt | 488 | (1,023) |
| Proceeds from issuance of other debt | 13,624 | 11,773 |
| Principal payments on other debt | (8,686) | (8,287) |
| Other | (249) | 18 |
| Net cash provided by/(used in) financing activities | 4,584 | 1,988 |
| Effect of exchange rate changes on cash and cash equivalents | (426) | (31) |
| Net increase/(decrease) in cash and cash equivalents | <u>\$ 1,611</u> | <u>\$ (1,485)</u> |
| Cash and cash equivalents at January 1 | <u>\$ 10,757</u> | <u>\$ 14,468</u> |
| Net increase/(decrease) in cash and cash equivalents | 1,611 | (1,485) |
| Cash and cash equivalents at March 31 | <u>\$ 12,368</u> | <u>\$ 12,983</u> |

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
CONDENSED SECTOR STATEMENT OF CASH FLOWS
(in millions)

| | For the periods ended March 31, | | | |
|--|---------------------------------|--------------------|-----------------|--------------------|
| | 2015 | | 2014 | |
| | First Quarter | | | |
| | Automotive | Financial Services | Automotive | Financial Services |
| | (unaudited) | | | |
| Cash flows from operating activities | | | | |
| Net cash provided by/(used in) operating activities (a) | \$ 1,006 | \$ 1,724 | \$ 2,026 | \$ 1,698 |
| Cash flows from investing activities | | | | |
| Capital spending | (1,786) | (14) | (1,506) | (10) |
| Acquisitions of finance receivables and operating leases (excluding wholesale and other) | — | (12,257) | — | (11,646) |
| Collections of finance receivables and operating leases (excluding wholesale and other) | — | 9,251 | — | 8,983 |
| Net change in wholesale and other receivables (b) | — | (973) | — | (2,142) |
| Purchases of marketable securities | (7,161) | (4,550) | (10,969) | (4,322) |
| Sales and maturities of marketable securities | 9,785 | 1,542 | 10,341 | 3,439 |
| Settlements of derivatives | 70 | 43 | 47 | (119) |
| Other | 44 | 73 | 36 | 64 |
| Investing activity (to)/from Financial Services (c) | 39 | — | 11 | — |
| Interest supplements and residual value support from Automotive (a) | — | 656 | — | 638 |
| Net cash provided by/(used in) investing activities | 991 | (6,229) | (2,040) | (5,115) |
| Cash flows from financing activities | | | | |
| Cash dividends | (593) | — | (493) | — |
| Net changes in short-term debt | 49 | 439 | 140 | (1,163) |
| Proceeds from issuance of other debt | 172 | 13,452 | 75 | 11,698 |
| Principal payments on other debt | (778) | (7,908) | (190) | (8,097) |
| Other | (213) | (36) | 53 | (35) |
| Financing activity to/(from) Automotive (c) | — | (39) | — | (11) |
| Net cash provided by/(used in) financing activities | (1,363) | 5,908 | (415) | 2,392 |
| Effect of exchange rate changes on cash and cash equivalents | (127) | (299) | 3 | (34) |
| Net increase/(decrease) in cash and cash equivalents | <u>\$ 507</u> | <u>\$ 1,104</u> | <u>\$ (426)</u> | <u>\$ (1,059)</u> |
| Cash and cash equivalents at January 1 | \$ 4,567 | \$ 6,190 | \$ 4,959 | \$ 9,509 |
| Net increase/(decrease) in cash and cash equivalents | 507 | 1,104 | (426) | (1,059) |
| Cash and cash equivalents at March 31 | <u>\$ 5,074</u> | <u>\$ 7,294</u> | <u>\$ 4,533</u> | <u>\$ 8,450</u> |

- (a) Operating activities include outflows of \$656 million and \$638 million for the periods ended March 31, 2015 and 2014, respectively, of interest supplements and residual value support to Financial Services. Interest supplements and residual value support from Automotive to Financial Services are eliminated in the condensed consolidated statement of cash flows.
- (b) Reclassified to operating activities in the condensed consolidated statement of cash flows.
- (c) Eliminated in the condensed consolidated statement of cash flows.

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(in millions, unaudited)

Equity Attributable to Ford Motor Company

| | Capital Stock | Cap. in Excess of Par Value of Stock | Retained Earnings | Accumulated Other Comprehensive Income/(Loss) (Note 13) | Treasury Stock | Total | Equity Attributable to Non- controlling Interests | Total Equity |
|--|------------------|---|----------------------|---|-------------------|------------------|---|------------------|
| Balance at December 31, 2014 | \$ 40 | \$ 21,089 | \$ 24,556 | \$ (20,032) | \$ (848) | \$ 24,805 | \$ 27 | \$ 24,832 |
| Net income | — | — | 924 | — | — | 924 | 1 | 925 |
| Other comprehensive income/(loss), net of tax | — | — | — | (374) | — | (374) | — | (374) |
| Common stock issued (including share-based compensation impacts) | 1 | 184 | — | — | — | 185 | — | 185 |
| Treasury stock/other | — | — | — | — | — | — | (1) | (1) |
| Cash dividends declared | — | — | (593) | — | — | (593) | — | (593) |
| Balance at March 31, 2015 | <u>\$ 41</u> | <u>\$ 21,273</u> | <u>\$ 24,887</u> | <u>\$ (20,406)</u> | <u>\$ (848)</u> | <u>\$ 24,947</u> | <u>\$ 27</u> | <u>\$ 24,974</u> |
| Balance at December 31, 2013 | \$ 40 | \$ 21,422 | \$ 23,386 | \$ (18,230) | \$ (506) | \$ 26,112 | \$ 33 | \$ 26,145 |
| Net income | — | — | 989 | — | — | 989 | — | 989 |
| Other comprehensive income/(loss), net of tax | — | — | — | 40 | — | 40 | — | 40 |
| Common stock issued (including share-based compensation impacts) | — | 143 | — | — | — | 143 | — | 143 |
| Treasury stock/other | — | (18) | — | — | — | (18) | 1 | (17) |
| Cash dividends declared | — | — | (493) | — | — | (493) | — | (493) |
| Balance at March 31, 2014 | <u>\$ 40</u> | <u>\$ 21,547</u> | <u>\$ 23,882</u> | <u>\$ (18,190)</u> | <u>\$ (506)</u> | <u>\$ 26,773</u> | <u>\$ 34</u> | <u>\$ 26,807</u> |

The accompanying notes are part of the financial statements.

**FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS**

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FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. PRESENTATION

Our financial statements are presented in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. We show certain of our financial statements on both a consolidated and a sector basis for our Automotive and Financial Services sectors. Intercompany items have been eliminated in both the consolidated and sector balance sheets. Where the presentation of these intercompany eliminations or consolidated adjustments differs between the consolidated and sector financial statements, reconciliations of certain line items are explained below in this Note or in the related financial statements and footnotes.

In the opinion of management, these unaudited financial statements reflect a fair statement of the results of operations and financial condition of Ford Motor Company, its consolidated subsidiaries, and consolidated VIEs of which we are the primary beneficiary for the periods and at the dates presented. The results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year. Reference should be made to the financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2014 (“2014 Form 10-K Report”). For purposes of this report, “Ford,” the “Company,” “we,” “our,” “us” or similar references mean Ford Motor Company, our consolidated subsidiaries, and our consolidated VIEs of which we are the primary beneficiary, unless the context requires otherwise.

We reclassified certain prior year amounts in our consolidated financial statements to conform to current year presentation.

Adoption of New Accounting Standards

Transfers and Servicing - Repurchase-to-Maturity Transactions, Repurchase Financings and Disclosures. On January 1, 2015, we adopted the new accounting standard that changes the accounting for repurchase-to-maturity transactions and repurchase financing arrangements. The new standard also requires additional disclosures for certain transfers of financial assets with agreements that both entitle and obligate the transferor to repurchase the transferred assets from the transferee. The adoption of this accounting standard did not impact our financial statements or financial statement disclosures.

Reconciliations between Consolidated and Sector Financial Statements

Sector to Consolidated Deferred Tax Assets and Liabilities. The difference between the total assets and total liabilities as presented on our sector balance sheet and consolidated balance sheet is the result of netting deferred income tax assets and liabilities. The reconciliation between the totals for the sector and consolidated balance sheets was as follows (in millions):

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Sector balance sheet presentation of deferred income tax assets | | |
| Automotive sector current deferred income tax assets | \$ 2,167 | \$ 2,039 |
| Automotive sector non-current deferred income tax assets | 12,845 | 13,331 |
| Financial Services sector deferred income tax assets (a) | 170 | 185 |
| Total | 15,182 | 15,555 |
| Reclassification for netting of deferred income taxes | (2,243) | (1,916) |
| Consolidated balance sheet presentation of deferred income tax assets | \$ 12,939 | \$ 13,639 |
| Sector balance sheet presentation of deferred income tax liabilities | | |
| Automotive sector current deferred income tax liabilities | \$ 285 | \$ 270 |
| Automotive sector non-current deferred income tax liabilities | 298 | 367 |
| Financial Services sector deferred income tax liabilities | 2,185 | 1,849 |
| Total | 2,768 | 2,486 |
| Reclassification for netting of deferred income taxes | (2,243) | (1,916) |
| Consolidated balance sheet presentation of deferred income tax liabilities | \$ 525 | \$ 570 |

(a) Financial Services deferred income tax assets are included in *Financial Services Other assets* on our sector balance sheet.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 2. ACCOUNTING STANDARDS ISSUED BUT NOT YET ADOPTED

Internal-Use Software - Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. In April 2015, the Financial Accounting Standards Board ("FASB") issued a new accounting standard that provides guidance regarding whether a cloud computing arrangement includes a software license, which would impact the accounting for such an arrangement. The new accounting standard is effective as of January 1, 2016 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Imputation of Interest - Simplifying the Presentation of Debt Issuance Costs. In April 2015, the FASB issued a new accounting standard that requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts or premiums. The new accounting standard is effective as of January 1, 2016, and early adoption is permitted. We are currently assessing the potential impact to our financial statements and financial statement disclosures.

Consolidation - Amendments to the Consolidation Analysis. In February 2015, the FASB issued a new accounting standard that makes targeted amendments to the present guidance. One of the amendments in the new standard affects the consolidation analysis performed by reporting entities that are involved with VIEs, particularly those that have decision maker or service provider fee arrangements and related-party relationships. The new accounting standard is effective as of January 1, 2016 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Extraordinary and Unusual Items - Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items. In January 2015, the FASB issued a new accounting standard that eliminates the concept of extraordinary items and their segregation from the results of ordinary operations and expands presentation and disclosure guidance to include items that are both unusual in nature and occur infrequently. The new accounting standard is effective as of January 1, 2016 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Derivatives and Hedging - Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity. In November 2014, the FASB issued a new accounting standard that requires an entity to determine the nature of the host contract by considering all stated and implied substantive terms and features of the hybrid financial instrument issued in the form of a share, including any embedded derivative features being evaluated for bifurcation. The new accounting standard is effective as of January 1, 2016 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Going Concern - Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. In August 2014, the FASB issued a new accounting standard that requires management to assess if there is substantial doubt about an entity's ability to continue as a going concern for each annual and interim period. If conditions or events give rise to substantial doubt, disclosures are required. The new accounting standard is effective as of December 31, 2016 and we do not expect it to have an impact on our financial statement disclosures.

Consolidation - Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity. In August 2014, the FASB issued a new accounting standard that provides an entity the option to elect to measure the financial assets and financial liabilities of a consolidated collateralized financing entity ("CFE") at a value that is reflective of its economic interest in the CFE. The new accounting standard is effective as of January 1, 2016 and we do not expect it to have an impact on our financial statements or financial statement disclosures.

Stock Compensation - Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. In June 2014, the FASB issued a new accounting standard that requires performance targets that could be achieved after the requisite service period be treated as performance conditions that affect the vesting of the award. The new accounting standard is effective as of January 1, 2016 and we do not expect it to have an impact on our financial statements or financial statement disclosures.

Revenue - Revenue from Contracts with Customers. In May 2014, the FASB issued a new accounting standard that requires recognition of revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. The new standard supersedes virtually all present U.S. GAAP guidance on revenue recognition and requires the use of more estimates and judgments than the present standards as well as additional disclosures. The new accounting standard is effective as of January 1, 2017 and we are assessing the potential impact to our financial statements and financial statement disclosures.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 3. FAIR VALUE MEASUREMENTS

Cash equivalents, marketable securities, and derivative financial instruments are remeasured and presented on our financial statements on a recurring basis at fair value, while other assets and liabilities are measured at fair value on a nonrecurring basis. At March 31, 2015, we consolidated the assets and liabilities of our Ford Sollers Netherlands B.V. ("Ford Sollers") joint venture (see Note 17 for additional information).

There have been no changes to the types of inputs used or the valuation techniques since year end.

Input Hierarchy of Items Measured at Fair Value on a Recurring Basis

The following table categorizes the fair values of items measured at fair value on a recurring basis on our balance sheet (in millions):

| | March 31, 2015 | | | | December 31, 2014 | | | |
|--|----------------|-----------|---------|-----------|-------------------|-----------|---------|-----------|
| | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 | Total |
| Automotive Sector | | | | | | | | |
| Assets | | | | | | | | |
| Cash equivalents – financial instruments | | | | | | | | |
| U.S. government and agencies | \$ — | \$ 11 | \$ — | \$ 11 | \$ — | \$ 64 | \$ — | \$ 64 |
| Non-U.S. government and agencies | — | 220 | — | 220 | — | 122 | — | 122 |
| Corporate debt | — | 10 | — | 10 | — | 20 | — | 20 |
| Total cash equivalents (a) | — | 241 | — | 241 | — | 206 | — | 206 |
| Marketable securities | | | | | | | | |
| U.S. government and agencies | 753 | 3,290 | — | 4,043 | 969 | 5,789 | — | 6,758 |
| Non-U.S. government and agencies | — | 6,911 | — | 6,911 | — | 7,004 | — | 7,004 |
| Corporate debt | — | 2,922 | — | 2,922 | — | 2,738 | — | 2,738 |
| Equities | 270 | — | — | 270 | 322 | — | — | 322 |
| Other marketable securities | — | 322 | — | 322 | — | 313 | — | 313 |
| Total marketable securities | 1,023 | 13,445 | — | 14,468 | 1,291 | 15,844 | — | 17,135 |
| Derivative financial instruments (b) | — | 1,102 | — | 1,102 | — | 517 | — | 517 |
| Total assets at fair value | \$ 1,023 | \$ 14,788 | \$ — | \$ 15,811 | \$ 1,291 | \$ 16,567 | \$ — | \$ 17,858 |
| Liabilities | | | | | | | | |
| Derivative financial instruments (b) | \$ — | \$ 1,260 | \$ 6 | \$ 1,266 | \$ — | \$ 710 | \$ 3 | \$ 713 |
| Total liabilities at fair value | \$ — | \$ 1,260 | \$ 6 | \$ 1,266 | \$ — | \$ 710 | \$ 3 | \$ 713 |
| Financial Services Sector | | | | | | | | |
| Assets | | | | | | | | |
| Cash equivalents – financial instruments | | | | | | | | |
| Non-U.S. government and agencies | — | 320 | — | 320 | — | 341 | — | 341 |
| Corporate debt | — | 80 | — | 80 | — | 10 | — | 10 |
| Total cash equivalents (a) | — | 400 | — | 400 | — | 351 | — | 351 |
| Marketable securities | | | | | | | | |
| U.S. government and agencies | 1,151 | 2,855 | — | 4,006 | 17 | 1,251 | — | 1,268 |
| Non-U.S. government and agencies | — | 521 | — | 521 | — | 405 | — | 405 |
| Corporate debt | — | 1,706 | — | 1,706 | — | 1,555 | — | 1,555 |
| Other marketable securities | — | 31 | — | 31 | — | 30 | — | 30 |
| Total marketable securities | 1,151 | 5,113 | — | 6,264 | 17 | 3,241 | — | 3,258 |
| Derivative financial instruments (b) | — | 1,204 | — | 1,204 | — | 859 | — | 859 |
| Total assets at fair value | \$ 1,151 | \$ 6,717 | \$ — | \$ 7,868 | \$ 17 | \$ 4,451 | \$ — | \$ 4,468 |
| Liabilities | | | | | | | | |
| Derivative financial instruments (b) | \$ — | \$ 297 | \$ — | \$ 297 | \$ — | \$ 167 | \$ — | \$ 167 |
| Total liabilities at fair value | \$ — | \$ 297 | \$ — | \$ 297 | \$ — | \$ 167 | \$ — | \$ 167 |

(a) Excludes time deposits, certificates of deposit, money market accounts, and other cash equivalents reported at par value on our balance sheet totaling \$3.5 billion and \$3.3 billion for Automotive sector and \$5.1 billion and \$3.8 billion for Financial Services sector at March 31, 2015 and December 31, 2014, respectively. In addition to these cash equivalents, we also had cash on hand totaling \$1.4 billion and \$1.1 billion for Automotive sector and \$1.8 billion and \$2 billion for Financial Services sector at March 31, 2015 and December 31, 2014, respectively.

(b) See Note 12 for additional information regarding derivative financial instruments.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES

Finance receivables, primarily Ford Credit, are recorded at the time of origination or purchase at fair value and are subsequently reported at amortized cost, net of any allowance for credit losses.

Our Financial Services sector segments our finance receivables into “consumer” and “non-consumer” portfolios. The receivables are generally secured by the vehicles, inventory, or other property being financed.

Consumer Portfolio. Receivables in this portfolio include products offered to individuals and businesses that finance the acquisition of Ford and Lincoln vehicles from dealers for personal or commercial use. Retail financing includes retail installment contracts for new and used vehicles and direct financing leases with retail customers, government entities, daily rental companies, and fleet customers.

Non-Consumer Portfolio. Receivables in this portfolio include products offered to automotive dealers. The products include:

- **Dealer financing** – includes wholesale loans to dealers to finance the purchase of vehicle inventory, also known as floorplan financing, as well as loans to dealers to finance working capital and improvements to dealership facilities, finance the purchase of dealership real estate, and finance other dealer programs. Wholesale financing is approximately 95% of our dealer financing
- **Other financing** – primarily related to the sale of parts and accessories to dealers

Finance receivables, net were as follows (in millions):

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Consumer | | |
| Retail financing, gross | \$ 55,227 | \$ 55,856 |
| Less: Unearned interest supplements | (1,696) | (1,760) |
| Consumer finance receivables | 53,531 | 54,096 |
| Non-Consumer | | |
| Dealer financing | 31,421 | 31,340 |
| Other financing | 1,061 | 1,026 |
| Non-Consumer finance receivables | 32,482 | 32,366 |
| Total recorded investment | \$ 86,013 | \$ 86,462 |
| Recorded investment in finance receivables | \$ 86,013 | \$ 86,462 |
| Less: Allowance for credit losses | (314) | (321) |
| Finance receivables, net (a) | \$ 85,699 | \$ 86,141 |
| Net finance receivables subject to fair value (b) | \$ 84,023 | \$ 84,468 |
| Fair value | 85,458 | 85,941 |

(a) At March 31, 2015 and December 31, 2014, *Finance receivables, net* on the consolidated balance sheet were \$79.2 billion and \$81.1 billion, respectively. The balance is comprised of Financial Services sector finance receivables of \$85.7 billion and \$86.1 billion, respectively, net of \$6.5 billion and \$5 billion, respectively, of receivables purchased by Financial Services sector from Automotive sector, which are reclassified to *Other receivables, net*.

(b) At March 31, 2015 and December 31, 2014, excludes \$1.7 billion and \$1.7 billion, respectively, of certain receivables (primarily direct financing leases) that are not subject to fair value disclosure requirements.

Excluded from finance receivables at March 31, 2015 and December 31, 2014, was \$179 million and \$191 million, respectively, of accrued uncollected interest, which we report in *Other assets* on the balance sheet.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES (Continued)

Included in the recorded investment in finance receivables at March 31, 2015 and December 31, 2014 were consumer receivables of \$25.9 billion and \$24.4 billion and non-consumer receivables of \$21.3 billion and \$21.8 billion, respectively, that have been sold for legal purposes in securitization transactions but continue to be reported in our consolidated financial statements. The receivables are available only for payment of the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions; they are not available to pay the other obligations or the claims of Ford Credit's other creditors. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions (see Note 11).

Aging

For all finance receivables, we define "past due" as any payment, including principal and interest, that is at least 31 days past the contractual due date. The recorded investment of consumer receivables greater than 90 days past due and still accruing interest was \$11 million and \$17 million at March 31, 2015 and December 31, 2014, respectively. The recorded investment of non-consumer receivables greater than 90 days past due and still accruing interest was de minimis and \$3 million at March 31, 2015 and December 31, 2014, respectively.

The aging analysis of our finance receivables balances were as follows (in millions):

| | March 31, 2015 | December 31, 2014 |
|----------------------------------|-------------------|----------------------|
| Consumer | | |
| 31-60 days past due | \$ 552 | \$ 718 |
| 61-90 days past due | 64 | 97 |
| 91-120 days past due | 21 | 29 |
| Greater than 120 days past due | 49 | 52 |
| Total past due | 686 | 896 |
| Current | 52,845 | 53,200 |
| Consumer finance receivables | 53,531 | 54,096 |
| Non-Consumer | | |
| Total past due | 112 | 117 |
| Current | 32,370 | 32,249 |
| Non-Consumer finance receivables | 32,482 | 32,366 |
| Total recorded investment | \$ 86,013 | \$ 86,462 |

Credit Quality

Consumer Portfolio. When originating all classes of consumer receivables, we use a proprietary scoring system that measures the credit quality of the receivables using several factors, such as credit bureau information, consumer credit risk scores (e.g., FICO score), and contract characteristics. In addition to our proprietary scoring system, we consider other individual consumer factors, such as employment history, financial stability, and capacity to pay.

Subsequent to origination, we review the credit quality of retail financing based on customer payment activity. As each customer develops a payment history, we use an internally-developed behavioral scoring model to assist in determining the best collection strategies which allows us to focus collection activity on higher-risk accounts. These models are used to refine our risk-based staffing model to ensure collection resources are aligned with portfolio risk. Based on data from this scoring model, contracts are categorized by collection risk. Our collection models evaluate several factors, including origination characteristics, updated credit bureau data, and payment patterns.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES (Continued)

Credit quality ratings for consumer receivables are based on aging. Refer to the aging table above.

Consumer receivables credit quality ratings are as follows:

- *Pass* – current to 60 days past due
- *Special Mention* – 61 to 120 days past due and in intensified collection status
- *Substandard* – greater than 120 days past due and for which the uncollectible portion of the receivables has already been charged off, as measured using the fair value of collateral

Non-Consumer Portfolio. We extend credit to dealers primarily in the form of lines of credit to purchase new Ford and Lincoln vehicles as well as used vehicles. Payment is required when the dealer has sold the vehicle. Each non-consumer lending request is evaluated by taking into consideration the borrower's financial condition and the underlying collateral securing the loan. We use a proprietary model to assign each dealer a risk rating. This model uses historical dealer performance data to identify key factors about a dealer that we consider most significant in predicting a dealer's ability to meet its financial obligations. We also consider numerous other financial and qualitative factors of the dealer's operations including capitalization and leverage, liquidity and cash flow, profitability, and credit history with ourselves and other creditors.

Dealers are assigned to one of four groups according to risk ratings as follows:

- *Group I* – strong to superior financial metrics
- *Group II* – fair to favorable financial metrics
- *Group III* – marginal to weak financial metrics
- *Group IV* – poor financial metrics, including dealers classified as uncollectible

We generally suspend credit lines and extend no further funding to dealers classified in Group IV.

We regularly review our model to confirm the continued business significance and statistical predictability of the factors and update the model to incorporate new factors or other information that improves its statistical predictability. In addition, we regularly audit dealer inventory and dealer sales records to verify that the dealer is in possession of the financed vehicles and is promptly paying each receivable following the sale of the financed vehicle. The frequency of on-site vehicle inventory audits depends on factors such as the dealer's risk rating and our security position. Under our policies, on-site vehicle inventory audits of low-risk dealers are conducted only as circumstances warrant. Audits of higher-risk dealers are conducted with increased frequency based on risk ratings and our security position. We perform a credit review of each dealer at least annually and adjust the dealer's risk rating, if necessary.

The credit quality of dealer financing receivables is evaluated based on our internal dealer risk rating analysis. A dealer has the same risk rating for its entire dealer financing regardless of the type of financing.

The credit quality analysis of our dealer financing receivables was as follows (in millions):

| | March 31, 2015 | December 31, 2014 |
|---------------------------|-------------------|----------------------|
| Dealer Financing | | |
| Group I | \$ 23,906 | \$ 23,125 |
| Group II | 6,065 | 6,350 |
| Group III | 1,351 | 1,783 |
| Group IV | 99 | 82 |
| Total recorded investment | <u>\$ 31,421</u> | <u>\$ 31,340</u> |

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES (Continued)

Impaired Receivables. Impaired consumer receivables include accounts that have been rewritten or modified in reorganization proceedings pursuant to the U.S. Bankruptcy Code that are considered to be troubled debt restructurings (“TDRs”), as well as all accounts greater than 120 days past due. Impaired non-consumer receivables represent accounts with dealers that have weak or poor financial metrics or dealer financing that has been modified in TDRs. The recorded investment of consumer receivables that were impaired at March 31, 2015 and December 31, 2014 was \$396 million, or 0.7% of consumer receivables, and \$415 million, or 0.8% of consumer receivables, respectively. The recorded investment of non-consumer receivables that were impaired at March 31, 2015 and December 31, 2014 was \$126 million, or 0.4% of non-consumer receivables, and \$105 million, or 0.3% of non-consumer receivables, respectively. Impaired finance receivables are evaluated both collectively and specifically. See Note 5 for additional information related to the development of our allowance for credit losses.

The accrual of revenue is discontinued at the time a receivable is determined to be uncollectible. Accounts may be restored to accrual status only when a customer settles all past-due deficiency balances and future payments are reasonably assured. For receivables in non-accrual status, subsequent financing revenue is recognized only to the extent a payment is received. Payments are generally applied first to outstanding interest and then to the unpaid principal balance.

A restructuring of debt constitutes a TDR if we grant a concession to a debtor for economic or legal reasons related to the debtor’s financial difficulties that we otherwise would not consider. Consumer and non-consumer receivables that have a modified interest rate below market rate or that were modified in reorganization proceedings pursuant to the U.S. Bankruptcy Code, except non-consumer receivables that are current with minimal risk of loss, are considered to be TDRs. We do not grant concessions on the principal balance of our receivables. If a receivable is modified in a reorganization proceeding, all payment requirements of the reorganization plan need to be met before remaining balances are forgiven. Finance receivables involved in TDRs are specifically assessed for impairment.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 5. FINANCIAL SERVICES SECTOR ALLOWANCE FOR CREDIT LOSSES

An analysis of the allowance for credit losses related to finance receivables for the periods ended March 31 was as follows (in millions):

| | First Quarter 2015 | | |
|--|--------------------|------------------|------------------|
| | Consumer | Non-Consumer | Total |
| Allowance for credit losses | | | |
| Beginning balance | \$ 305 | \$ 16 | \$ 321 |
| Charge-offs | (80) | 1 | (79) |
| Recoveries | 30 | 2 | 32 |
| Provision for credit losses | 53 | (4) | 49 |
| Other (a) | (7) | (2) | (9) |
| Ending balance (b) | <u>\$ 301</u> | <u>\$ 13</u> | <u>\$ 314</u> |
| Analysis of ending balance of allowance for credit losses | | | |
| Collective impairment allowance | \$ 280 | \$ 12 | \$ 292 |
| Specific impairment allowance | 21 | 1 | 22 |
| Ending balance (b) | <u>301</u> | <u>13</u> | <u>314</u> |
| Analysis of ending balance of finance receivables | | | |
| Collectively evaluated for impairment | 53,135 | 32,356 | 85,491 |
| Specifically evaluated for impairment | 396 | 126 | 522 |
| Recorded investment | <u>53,531</u> | <u>32,482</u> | <u>86,013</u> |
| Ending balance, net of allowance for credit losses | <u>\$ 53,230</u> | <u>\$ 32,469</u> | <u>\$ 85,699</u> |

(a) Primarily represents amounts related to translation adjustments.

(b) Total allowance, including reserves for operating leases, was \$355 million.

| | First Quarter 2014 | | |
|--|--------------------|------------------|------------------|
| | Consumer | Non-Consumer | Total |
| Allowance for credit losses | | | |
| Beginning balance | \$ 327 | \$ 30 | \$ 357 |
| Charge-offs | (75) | (2) | (77) |
| Recoveries | 34 | 5 | 39 |
| Provision for credit losses | 23 | (7) | 16 |
| Other (a) | (2) | 1 | (1) |
| Ending balance (b) | <u>\$ 307</u> | <u>\$ 27</u> | <u>\$ 334</u> |
| Analysis of ending balance of allowance for credit losses | | | |
| Collective impairment allowance | \$ 284 | \$ 24 | \$ 308 |
| Specific impairment allowance | 23 | 3 | 26 |
| Ending balance (b) | <u>307</u> | <u>27</u> | <u>334</u> |
| Analysis of ending balance of finance receivables | | | |
| Collectively evaluated for impairment | 50,116 | 33,012 | 83,128 |
| Specifically evaluated for impairment | 424 | 92 | 516 |
| Recorded investment | <u>50,540</u> | <u>33,104</u> | <u>83,644</u> |
| Ending balance, net of allowance for credit losses | <u>\$ 50,233</u> | <u>\$ 33,077</u> | <u>\$ 83,310</u> |

(a) Primarily represents amounts related to translation adjustments.

(b) Total allowance, including reserves for operating leases, was \$358 million.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 6. INVENTORIES

All inventories are stated at the lower of cost or market. Cost for a substantial portion of U.S. inventories is determined on a last-in, first-out ("LIFO") basis. LIFO was used for 34% and 28% of total inventories at March 31, 2015 and December 31, 2014, respectively. Cost of other inventories is determined by costing methods that approximate a first-in, first-out ("FIFO") basis.

Inventories were as follows (in millions):

| | March 31, 2015 | December 31, 2014 |
|--|-------------------|----------------------|
| Raw materials, work-in-process, and supplies | \$ 4,178 | \$ 3,822 |
| Finished products | 6,331 | 5,022 |
| Total inventories under FIFO | 10,509 | 8,844 |
| LIFO adjustment | (990) | (978) |
| Total inventories | <u>\$ 9,519</u> | <u>\$ 7,866</u> |

NOTE 7. OTHER LIABILITIES AND DEFERRED REVENUE

Other liabilities and deferred revenue were as follows (in millions):

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Automotive Sector | | |
| Current | | |
| Dealer and dealers' customer allowances and claims | \$ 7,388 | \$ 7,846 |
| Deferred revenue | 4,301 | 3,923 |
| Employee benefit plans | 1,328 | 1,994 |
| Accrued interest | 159 | 222 |
| Other postretirement employee benefits ("OPEB") | 379 | 397 |
| Pension (a) | 345 | 374 |
| Other | 2,845 | 3,178 |
| Total Automotive other liabilities and deferred revenue | 16,745 | 17,934 |
| Non-current | | |
| Pension (a) | 9,049 | 9,721 |
| OPEB | 5,810 | 5,991 |
| Dealer and dealers' customer allowances and claims | 2,793 | 2,852 |
| Deferred revenue | 2,747 | 2,686 |
| Employee benefit plans | 1,142 | 1,149 |
| Other | 1,530 | 1,394 |
| Total Automotive other liabilities and deferred revenue | 23,071 | 23,793 |
| Total Automotive sector | 39,816 | 41,727 |
| Financial Services Sector | 1,828 | 1,850 |
| Total Company | <u>\$ 41,644</u> | <u>\$ 43,577</u> |

(a) Balances at March 31, 2015 reflect net pension liabilities at December 31, 2014, updated for service and interest cost, expected return on assets, separation expense, actual benefit payments, cash contributions, and an adjustment recorded in the first quarter of 2015 (see Note 8 for additional information). The discount rate and rate of expected return assumptions are unchanged from year-end 2014.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 8. RETIREMENT BENEFITS

In the first quarter of 2015, we recorded a \$782 million adjustment to correct for an understatement in the year-end 2014 valuation of our U.S. pension benefit obligation. The adjustment reduced *Other assets* by \$301 million and increased *Other liabilities and deferred revenue* by \$481 million. The resulting after-tax adjustment to *Other comprehensive income* was a loss of \$508 million. The adjustments were not material to current or prior period financial statements.

Defined Benefit Plans - Expense

The pre-tax expense for our defined benefit pension and OPEB plans for the periods ended March 31 was as follows (in millions):

| | First Quarter | | | | | |
|---------------------------------------|------------------|--------|----------------|--------|----------------|-------|
| | Pension Benefits | | | | Worldwide OPEB | |
| | U.S. Plans | | Non-U.S. Plans | | | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Service cost | \$ 147 | \$ 127 | \$ 135 | \$ 118 | \$ 15 | \$ 13 |
| Interest cost | 454 | 498 | 239 | 300 | 60 | 67 |
| Expected return on assets | (689) | (678) | (349) | (379) | — | — |
| Amortization of: | | | | | | |
| Prior service costs/(credits) | 39 | 39 | 12 | 14 | (51) | (57) |
| (Gains)/Losses | 116 | 51 | 205 | 148 | 36 | 24 |
| Separation programs/other | 2 | — | 7 | 16 | (1) | 1 |
| Recognition of (gains)/losses due to: | | | | | | |
| Curtailments | — | — | — | — | — | — |
| Settlements | — | — | — | 14 | — | — |
| Total expense/(income) | \$ 69 | \$ 37 | \$ 249 | \$ 231 | \$ 59 | \$ 48 |

Pension Plan Contributions

In 2015, we expect to contribute \$1.1 billion from Automotive cash and cash equivalents to our worldwide funded pension plans (most of which are mandatory contributions), and to make about \$400 million of benefit payments to participants in unfunded plans, for a total of \$1.5 billion. In the first three months of 2015, we contributed about \$800 million to our worldwide funded pension plans and made about \$100 million of benefit payments to participants in unfunded plans.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 9. DEBT

The carrying value of debt was \$122.8 billion and \$119.2 billion at March 31, 2015 and December 31, 2014, respectively. The carrying value of Automotive sector and Financial Services sector debt was as follows (in millions):

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Automotive Sector | | |
| Debt payable within one year | | |
| Short-term | \$ 425 | \$ 373 |
| Long-term payable within one year | | |
| U.S. Department of Energy ("DOE") Advanced Technology Vehicles Manufacturing ("ATVM") Incentive Program | 591 | 591 |
| European Investment Bank ("EIB") loans | 665 | 1,187 |
| Other debt | 305 | 350 |
| Total debt payable within one year | 1,986 | 2,501 |
| Long-term debt payable after one year | | |
| Public unsecured debt securities | 6,594 | 6,634 |
| DOE ATVM Incentive Program | 3,685 | 3,833 |
| Other debt | 1,636 | 1,000 |
| Unamortized (discount)/premium | (504) | (144) |
| Total long-term debt payable after one year | 11,411 | 11,323 |
| Total Automotive sector | <u>\$ 13,397</u> | <u>\$ 13,824</u> |
| Fair value of Automotive sector debt (a) | \$ 15,348 | \$ 15,553 |
| Financial Services Sector | | |
| Short-term debt | | |
| Unsecured debt | \$ 9,965 | \$ 9,761 |
| Asset-backed debt | 1,541 | 1,377 |
| Total short-term debt | 11,506 | 11,138 |
| Long-term debt | | |
| Unsecured debt | | |
| Notes payable within one year | 7,644 | 8,795 |
| Notes payable after one year | 46,093 | 43,087 |
| Asset-backed debt | | |
| Notes payable within one year | 17,567 | 16,738 |
| Notes payable after one year | 25,999 | 25,216 |
| Unamortized (discount)/premium | (49) | (55) |
| Fair value adjustments (b) | 619 | 428 |
| Total long-term debt | 97,873 | 94,209 |
| Total Financial Services sector | <u>\$ 109,379</u> | <u>\$ 105,347</u> |
| Fair value of Financial Services sector debt (a) | \$ 111,829 | \$ 107,758 |

(a) The fair value of debt includes \$187 million and \$131 million of Automotive sector short-term debt and \$10 billion and \$9.8 billion of Financial Services sector short-term debt at March 31, 2015 and December 31, 2014, respectively, carried at cost, which approximates fair value. All debt is categorized within Level 2 of the fair value hierarchy.

(b) Adjustments related to designated fair value hedges of unsecured debt.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 10. REDEEMABLE NONCONTROLLING INTEREST

The redeemable noncontrolling interest in our Ford Sollers joint venture is discussed in Note 17.

AutoAlliance International, Inc. ("AAI") was a 50/50 joint venture between Ford and Mazda Motor Corporation ("Mazda") that owned an automobile assembly plant in Flat Rock, Michigan. In January 2015, Mazda exercised its put option and Ford purchased Mazda's 50% equity interest at the exercise price plus accrued interest of \$342 million (included in *Cash flows from financing activities* in our statement of cash flows) and dissolved AAI.

NOTE 11. VARIABLE INTEREST ENTITIES

VIEs of Which We are Not the Primary Beneficiary

Certain of our joint ventures are VIEs, in which the power to direct economically significant activities is shared with the joint venture partner. Our investments in these joint ventures are accounted for as equity method investments. Our maximum exposure to any potential losses associated with these joint ventures is limited to our investment, including loans, and was \$252 million and \$307 million at March 31, 2015 and December 31, 2014, respectively.

VIEs of Which We are the Primary Beneficiary

Securitization Entities Through Ford Credit, we securitize, transfer, and service financial assets associated with consumer finance receivables, operating leases, and wholesale loans. Our securitization transactions typically involve the legal transfer of financial assets to bankruptcy remote special purpose entities ("SPE's"). The third-party investors in these securitization entities have legal recourse only to the assets securing the debt and do not have recourse to us, except for the customary representation and warranty provisions. In addition, the cash flows generated by the assets are restricted only to pay such liabilities. We generally retain economic interests in the asset-backed securitization transactions, which are retained in the form of senior or subordinated interests, cash reserve accounts, residual interests, and servicing rights. For accounting purposes, we are precluded from recording the transfers of assets in securitization transactions as sales.

In most cases, the bankruptcy remote SPEs meet the definition of VIEs for which we have determined we have both the power to direct the activities of the entity that most significantly impact the entity's performance and the obligation to absorb losses or the right to receive benefits of the entity that could be significant, and would therefore also be consolidated. We account for all securitization transactions as if they were secured financing and therefore the assets, liabilities and related activity of these transactions are consolidated in our financial results and are included in amounts presented on the face of our consolidated balance sheet (see Note 4 for additional information).

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 12. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

In the normal course of business, our operations are exposed to global market risks, including the effect of changes in foreign currency exchange rates, certain commodity prices, and interest rates. To manage these risks, we enter into highly effective derivatives contracts. We have elected to apply hedge accounting to certain derivatives. Derivatives that are designated in hedging relationships are evaluated for effectiveness using regression analysis at the time they are designated and throughout the hedge period. Some derivatives do not qualify for hedge accounting; for others, we elect not to apply hedge accounting.

Income Effect of Derivative Financial Instruments

The gains/(losses), by hedge designation, recorded in income for the periods ended March 31 were as follows (in millions):

| | First Quarter | |
|---|----------------------|--------------|
| | 2015 | 2014 |
| Automotive Sector | | |
| Cash flow hedges (a) | | |
| Reclassified from AOCI to income | \$ (46) | \$ 68 |
| Ineffectiveness | — | — |
| Derivatives not designated as hedging instruments | | |
| Foreign currency exchange contracts | 261 | (44) |
| Commodity contracts | (10) | (12) |
| Total | <u>\$ 205</u> | <u>\$ 12</u> |
| Financial Services Sector | | |
| Fair value hedges | | |
| Interest rate contracts | | |
| Net interest settlements and accruals excluded from the assessment of hedge effectiveness | \$ 88 | \$ 69 |
| Ineffectiveness (b) | 6 | 5 |
| Derivatives not designated as hedging instruments | | |
| Interest rate contracts | (43) | (18) |
| Foreign currency exchange contracts | 65 | (5) |
| Cross-currency interest rate swap contracts | 89 | (5) |
| Total | <u>\$ 205</u> | <u>\$ 46</u> |

(a) For the first quarter of 2015 and 2014, \$150 million loss and a \$130 million gain, respectively, were recorded in *Other comprehensive income*.

(b) For the first quarter of 2015 and 2014, hedge ineffectiveness reflects the net change in fair value on derivatives of \$221 million gain and \$105 million gain, respectively, and change in value on hedged debt attributable to the change in benchmark interest rates of \$215 million loss and \$100 million loss, respectively.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 12. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES (Continued)**Balance Sheet Effect of Derivative Financial Instruments**

Derivative financial instruments are recorded on the balance sheet at fair value, presented on a gross basis, and include an adjustment for non-performance risk. Notional amounts are presented on a gross basis. The notional amounts of the derivative financial instruments do not necessarily represent amounts exchanged by the parties and, therefore, are not a direct measure of our financial risk exposure. We enter into master agreements with counterparties that may allow for netting of exposure in the event of default or termination of the counterparty agreement due to breach of contract.

The notional amount and estimated fair value of our derivative financial instruments were as follows (in millions):

| | March 31, 2015 | | | December 31, 2014 | | |
|---|------------------|----------------------|---------------------------|-------------------|----------------------|---------------------------|
| | Notional | Fair Value of Assets | Fair Value of Liabilities | Notional | Fair Value of Assets | Fair Value of Liabilities |
| Automotive Sector | | | | | | |
| Cash flow hedges | | | | | | |
| Foreign currency exchange and commodity contracts | \$ 13,974 | \$ 719 | \$ 949 | \$ 15,434 | \$ 359 | \$ 517 |
| Derivatives not designated as hedging instruments | | | | | | |
| Foreign currency exchange contracts | 16,317 | 378 | 266 | 12,198 | 157 | 129 |
| Commodity contracts | 656 | 5 | 51 | 693 | 1 | 67 |
| Total derivative financial instruments, gross | <u>\$ 30,947</u> | <u>1,102</u> | <u>1,266</u> | <u>\$ 28,325</u> | <u>517</u> | <u>713</u> |
| Counterparty netting and collateral (a) | | (952) | (952) | | (463) | (463) |
| Total derivative financial instruments, net | | <u>\$ 150</u> | <u>\$ 314</u> | | <u>\$ 54</u> | <u>\$ 250</u> |
| Financial Services Sector | | | | | | |
| Fair value hedges | | | | | | |
| Interest rate contracts | \$ 22,859 | \$ 736 | \$ 26 | \$ 23,203 | \$ 602 | \$ 38 |
| Derivatives not designated as hedging instruments | | | | | | |
| Interest rate contracts | 59,942 | 233 | 150 | 56,558 | 168 | 89 |
| Foreign currency exchange contracts | 1,177 | 52 | 1 | 1,527 | 18 | 1 |
| Cross-currency interest rate swap contracts | 2,336 | 183 | 120 | 2,425 | 71 | 39 |
| Total derivative financial instruments, gross | <u>\$ 86,314</u> | <u>1,204</u> | <u>297</u> | <u>\$ 83,713</u> | <u>859</u> | <u>167</u> |
| Counterparty netting and collateral (a) | | (188) | (188) | | (136) | (136) |
| Total derivative financial instruments, net | | <u>\$ 1,016</u> | <u>\$ 109</u> | | <u>\$ 723</u> | <u>\$ 31</u> |

(a) At March 31, 2015 and December 31, 2014, we did not receive or pledge any cash collateral.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 13. ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)

The changes in the accumulated balances for each component of *Accumulated other comprehensive income/(loss)* attributable to Ford Motor Company for the periods ended March 31 were as follows (in millions):

| | First Quarter | |
|--|---------------|-------------|
| | 2015 | 2014 |
| Foreign currency translation | | |
| Beginning balance | \$ (2,348) | \$ (1,746) |
| Gains/(Losses) on foreign currency translation | (636) | (182) |
| Less: Tax/(Tax benefit) | — | 53 |
| Net gains/(losses) on foreign currency translation | (636) | (235) |
| (Gains)/Losses reclassified from AOCI to income (a) | — | — |
| Other comprehensive income/(loss), net of tax | (636) | (235) |
| Ending balance | \$ (2,984) | \$ (1,981) |
| Derivative instruments (b) | | |
| Beginning balance | \$ (142) | \$ 40 |
| Gains/(Losses) on derivative instruments | (150) | 130 |
| Less: Tax/(Tax benefit) | (32) | (48) |
| Net gains/(losses) on derivative instruments | (118) | 178 |
| (Gains)/Losses reclassified from AOCI to income | 46 | (68) |
| Less: Tax/(Tax benefit) | 18 | 18 |
| Net (gains)/losses reclassified from AOCI to net income (c) | 28 | (86) |
| Other comprehensive income/(loss), net of tax | (90) | 92 |
| Ending balance | \$ (232) | \$ 132 |
| Pension and other postretirement benefits | | |
| Beginning balance | \$ (17,542) | \$ (16,524) |
| Gains/(Losses) arising during the period | (769) | (13) |
| Less: Tax/(Tax benefit) | (269) | (3) |
| Net gains/(losses) arising during the period | (500) | (10) |
| Amortization of prior service costs/(credits) (d) | — | (4) |
| Amortization of (gains)/losses (d) | 357 | 223 |
| Recognition of (gains)/losses due to curtailments (d) | — | — |
| Recognition of (gains)/losses due to settlements (d) | — | 14 |
| Less: Tax/(Tax benefit) | 171 | 67 |
| Net amortization and (gains)/losses reclassified from AOCI to net income | 186 | 166 |
| Translation impact on non-U.S. plans | 666 | 27 |
| Other comprehensive income/(loss), net of tax | 352 | 183 |
| Ending balance | \$ (17,190) | \$ (16,341) |
| Total AOCI ending balance at March 31 | \$ (20,406) | \$ (18,190) |

- (a) The accumulated translation adjustments related to an investment in a foreign subsidiary are reclassified to *Automotive interest income and other income/(loss), net*, *Financial Services other income/(loss), net*, or *Equity in net income of affiliated companies*.
- (b) We expect to reclassify existing net losses of \$212 million from *Accumulated other comprehensive income/(loss)* to *Automotive cost of sales* during the next twelve months as the underlying exposures are realized.
- (c) Gains/(Losses) on cash flow hedges are reclassified from *Accumulated other comprehensive income/(loss)* to income when the hedged item affects earnings and is recognized in *Automotive cost of sales*. See Note 12 for additional information.
- (d) These AOCI components are included in the computation of net periodic pension cost. See Note 8 for additional information.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 14. OTHER INCOME/(LOSS)**Automotive Sector**

The amounts included in *Automotive interest income and other income/(loss)*, net for the periods ended March 31 were as follows (in millions):

| | First Quarter | |
|--|---------------|---------------|
| | 2015 | 2014 |
| Investment-related interest income | \$ 45 | \$ 39 |
| Interest income/(expense) on income taxes | (9) | 26 |
| Realized and unrealized gains/(losses) on cash equivalents and marketable securities | (27) | (33) |
| Gains/(Losses) on changes in investments in affiliates | — | 1 |
| Gains/(Losses) on extinguishment of debt | 1 | (5) |
| Royalty income | 142 | 154 |
| Other | 38 | 32 |
| Total | <u>\$ 190</u> | <u>\$ 214</u> |

Financial Services Sector

The amounts included in *Financial Services other income/(loss)*, net for the periods ended March 31 were as follows (in millions):

| | First Quarter | |
|--|---------------|--------------|
| | 2015 | 2014 |
| Investment-related interest income | \$ 18 | \$ 11 |
| Interest income/(expense) on income taxes | (3) | (8) |
| Realized and unrealized gains/(losses) on cash equivalents and marketable securities | 6 | 3 |
| Insurance premiums earned | 31 | 32 |
| Other | 22 | 30 |
| Total | <u>\$ 74</u> | <u>\$ 68</u> |

NOTE 15. EMPLOYEE SEPARATION ACTIONS AND EXIT AND DISPOSAL ACTIVITIES

We record costs associated with voluntary separations at the time of employee acceptance, unless the acceptance requires explicit approval by the Company. We record costs associated with involuntary separation programs when management has approved the plan for separation, the affected employees are identified, and it is unlikely that actions required to complete the separation plan will change significantly. When a plan of separation requires approval by or consultation with the relevant labor organization or government, the costs are recorded after the required approval or consultation process is complete. Costs associated with benefits that are contingent on the employee continuing to provide service are accrued over the required service period.

Automotive Sector**Business Restructuring - Europe**

In October 2012, we committed to commence a transformation plan for our Europe operations. As part of this plan, we closed two manufacturing facilities in the United Kingdom in 2013 and closed our assembly plant in Genk, Belgium at the end of 2014. The Genk closure was subject to an information and consultation process with employee representatives, which was completed in June 2013. The costs related to these closures were recorded beginning in the second quarter of 2013.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 15. EMPLOYEE SEPARATION ACTIONS AND EXIT AND DISPOSAL ACTIVITIES (Continued)

Separation-related costs (excluding pension costs), totaled \$1.1 billion and were recorded in *Automotive cost of sales* and *Selling, administrative and other expenses*. These costs include both the costs associated with voluntary separation programs in the United Kingdom and involuntary employee actions at Genk, as well as payments to suppliers. The separation-related activity recorded in *Other liabilities and deferred revenue*, for the periods ended March 31 was as follows (in millions):

| | First Quarter | |
|------------------------------|---------------|---------------|
| | 2015 | 2014 |
| Beginning balance | \$ 730 | \$ 497 |
| Changes in accruals | (2) | 112 |
| Payments | (437) | (22) |
| Foreign currency translation | (34) | 1 |
| Ending balance | <u>\$ 257</u> | <u>\$ 588</u> |

Business Restructuring - Australia

In May 2013, we committed to commence a transformation plan for our Australia operations. As part of this plan, we will be closing manufacturing operations in Australia in October 2016. In August 2013, a two-phase separation plan was approved, which included a line-speed reduction in June 2014, ahead of the final closure. The costs related to the line-speed reduction were recorded throughout 2014. The costs related to the second phase of the transformation plan were recorded beginning in the fourth quarter of 2014 after the Enterprise bargaining agreement was agreed and ratified by the local government and we determined these payments were probable.

Separation-related costs recorded in *Automotive cost of sales* and *Selling, administrative and other expenses*, include both the costs associated with voluntary separation programs, and involuntary employee actions in Australia. The separation-related activity recorded in *Other liabilities and deferred revenue*, for the period ended March 31, was as follows (in millions):

| | 2015 |
|------------------------------|---------------|
| Beginning balance | \$ 111 |
| Changes in accruals | 14 |
| Payments | (1) |
| Foreign currency translation | (8) |
| Ending balance | <u>\$ 116</u> |

Our current estimate of total separation-related costs for the Australian transformation plan is approximately \$200 million. The separation-related costs not yet recorded will be expensed as the employees continue to support Australia plant operations.

NOTE 16. INCOME TAXES

For interim tax reporting we estimate one single effective tax rate for tax jurisdictions not subject to a valuation allowance, which is applied to the year-to-date ordinary income/(loss). Tax effects of significant unusual or extraordinary items are excluded from the estimated annual effective tax rate calculation and recognized in the interim period in which they occur.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 17. CHANGES IN INVESTMENTS IN AFFILIATES

Automotive Sector

Ford Sollers. We formed the Ford Sollers joint venture with Sollers OJSC (“Sollers”) in October 2011 to operate in Russia. Upon contribution of our then wholly-owned operations in Russia to the joint venture in exchange for cash, notes receivable and a 50% equity interest in the new joint venture, we deconsolidated the related assets and liabilities and recorded an equity method investment in Ford Sollers at its fair value. The fair value was calculated using a discounted cash flow analysis with our best assumptions of relevant factors at that time.

During the second quarter of 2014, we recorded a \$329 million pre-tax impairment as a result of factors in the Russian market, including a weaker ruble, lower industry volume, and industry segmentation changes that negatively impacted the sales of Focus. These factors reduced our expected cash flows for Ford Sollers in the near-term, thereby reducing the investment’s fair value recoverability. The non-cash charge was reported in *Equity in net income of affiliated companies*.

On March 31, 2015, we and Sollers agreed to certain changes to the structure of the joint venture and the related shareholders’ agreement to support the business in the near-term and provide a platform for future growth in this important market. The changes include Ford providing additional funding to the joint venture and gaining a controlling interest in the joint venture through the acquisition of preferred shares. As a result, effective March 31, 2015, we have consolidated the joint venture for financial reporting purposes. In addition, the partners will have future rights to purchase, or have purchased, Sollers’ 50% interest in the ordinary shares of the joint venture at a value established using a pre-determined framework. Both partners will continue to work jointly to improve the business outlook for the Ford Sollers joint venture by expanding its vehicle lineup to better meet the needs of Russian customers and further investing in the localization of component manufacturing. Due to the timing of the transaction, we provisionally have measured the fair value and recognized \$977 million in assets (primarily inventory and fixed assets) and \$888 million in liabilities (primarily payables and debt) on our balance sheet. In addition, we recorded \$89 million in a redeemable noncontrolling interest in the mezzanine section of our balance sheet, reflecting the redemption features embedded in the 50% equity interest in the joint venture that is held by Sollers. During the second quarter of 2015, we will finalize purchase accounting, using generally acceptable valuation techniques that incorporate Ford Sollers’ present business plan, adjusted for market participant assumptions.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 18. CAPITAL STOCK AND EARNINGS PER SHARE

We present both basic and diluted earnings per share ("EPS") amounts in our financial reporting. Basic EPS excludes dilution and is computed by dividing income available to Common and Class B Stock holders by the weighted-average number of Common and Class B Stock outstanding for the period. Diluted EPS reflects the maximum potential dilution that could occur from our share-based compensation, including "in-the-money" stock options and unvested restricted stock units ("RSUs"). Potential dilutive shares are excluded from the calculation if they have an anti-dilutive effect in the period.

Earnings Per Share Attributable to Ford Motor Company Common and Class B Stock

Basic and diluted income per share were calculated using the following (in millions):

| | First Quarter | |
|--|---------------|-----------------|
| | 2015 | 2014 |
| Basic and Diluted Income Attributable to Ford Motor Company | | |
| Basic income | \$ 924 | \$ 989 |
| Effect of dilutive 2016 Convertible Notes (a) (b) | — | 12 |
| Diluted income | <u>\$ 924</u> | <u>\$ 1,001</u> |
| Basic and Diluted Shares | | |
| Basic shares (average shares outstanding) | 3,963 | 3,946 |
| Net dilutive options and unvested RSUs | 38 | 48 |
| Dilutive 2016 Convertible Notes (b) | — | 100 |
| Diluted shares | <u>4,001</u> | <u>4,094</u> |

- (a) As applicable, includes interest expense, amortization of discount, amortization of fees, and other changes in income or loss that would result from the assumed conversion.
- (b) In October 2014, we elected to terminate the conversion rights of holders under the 2016 Convertible Notes in accordance with their terms effective as of the close of business on November 20, 2014. On November 21, 2014, we redeemed for cash the remaining outstanding 2016 Convertible Notes.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 19. SEGMENT INFORMATION

Our operating activity consists of two operating sectors, Automotive and Financial Services. Our Automotive sector includes the sale of Ford and Lincoln brand vehicles and related service parts and accessories. The Financial Services sector primarily includes our vehicle-related financing and leasing activities at Ford Credit.

Prior to January 1, 2015, we had an Other Financial Services segment, which included holding companies, real estate, and financing of some Volvo vehicles in Europe. Effective January 1, 2015, we have realigned the business operations of this segment to our Automotive sector on a prospective basis. The impact of this change on prior periods presented would have been immaterial.

Key operating data for our business segments for the periods ended or at March 31 were as follows (in millions):

| | Automotive Sector | | | | | | | |
|-----------------------------------|--------------------|---------------|----------|----------------------|--------------|-------------------|---------------|-----------|
| | Operating Segments | | | | | Reconciling Items | | |
| | North America | South America | Europe | Middle East & Africa | Asia Pacific | Other Automotive | Special Items | Total |
| First Quarter 2015 | | | | | | | | |
| Revenues | \$ 20,040 | \$ 1,513 | \$ 6,918 | \$ 1,057 | \$ 2,272 | \$ — | \$ — | \$ 31,800 |
| Income/(Loss) before income taxes | 1,340 | (189) | (185) | 79 | 103 | (212) | — | 936 |
| Total assets at March 31 | 59,844 | 4,922 | 14,884 | 1,209 | 9,119 | — | — | 89,978 |
| First Quarter 2014 | | | | | | | | |
| Revenues | \$ 20,445 | \$ 1,891 | \$ 7,754 | \$ 1,155 | \$ 2,631 | \$ — | \$ — | \$ 33,876 |
| Income/(Loss) before income taxes | 1,500 | (510) | (194) | 54 | 291 | (222) | (122) | 797 |
| Total assets at March 31 | 59,656 | 7,071 | 15,898 | 1,264 | 8,622 | — | — | 92,511 |

| | Financial Services Sector | | | | Company | |
|-----------------------------------|---------------------------|-------------------|----------|----------|-----------|-----------|
| | Operating Segment | Reconciling Items | | | | |
| | Ford Credit | Other | Elims | Total | Elims (a) | Total |
| First Quarter 2015 | | | | | | |
| Revenues | \$ 2,197 | \$ — | \$ (97) | \$ 2,100 | \$ — | \$ 33,900 |
| Income/(Loss) before income taxes | 483 | (14) | — | 469 | — | 1,405 |
| Total assets at March 31 | 126,375 | 2 | (1,195) | 125,182 | (2,786) | 212,374 |
| First Quarter 2014 | | | | | | |
| Revenues | \$ 2,076 | \$ 35 | \$ (111) | \$ 2,000 | \$ — | \$ 35,876 |
| Income/(Loss) before income taxes | 499 | (37) | — | 462 | — | 1,259 |
| Total assets at March 31 | 118,364 | 340 | (1,156) | 117,548 | (2,977) | 207,082 |

(a) Includes intersector transactions occurring in the ordinary course of business and deferred tax netting.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 20. COMMITMENTS AND CONTINGENCIES

Commitments and contingencies primarily consist of guarantees and indemnifications, litigation and claims, and warranty.

Guarantees and Indemnifications

Guarantees and indemnifications are recorded at fair value at their inception. We regularly review our performance risk under these arrangements, and in the event it becomes probable we will be required to perform under guarantee or indemnity, the amount of probable payment is recorded.

We guarantee debt and lease obligations of certain joint ventures, as well as certain financial obligations of outside third parties, including suppliers, to support our business and economic growth. Expiration dates vary through 2033, and guarantees will terminate on payment and/or cancellation of the underlying obligation. A payment by us would be triggered by failure of the joint venture or other third party to fulfill its obligation covered by the guarantee. In some circumstances, we are entitled to recover from a third party amounts paid by us under the guarantee. However, our ability to enforce these rights is sometimes stayed until the guaranteed party is paid in full, and may be limited in the event of insolvency of the third party or other circumstances.

In the ordinary course of business, we execute contracts involving indemnifications standard in the industry and indemnifications specific to a transaction, such as the sale of a business. These indemnifications might include and are not limited to claims relating to any of the following: environmental, tax, and shareholder matters; intellectual property rights; power generation contracts; governmental regulations and employment-related matters; dealer, supplier, and other commercial contractual relationships; and financial matters, such as securitizations. Performance under these indemnities generally would be triggered by a breach of terms of the contract or by a third-party claim. While some of these indemnifications are limited in nature, many of them do not limit potential payment. Therefore, we are unable to estimate a maximum amount of future payments that could result from claims made under these unlimited indemnities.

The maximum potential payments and the carrying value of recorded liabilities related to guarantees and limited indemnities were as follows (in millions):

| | March 31, 2015 | December 31, 2014 |
|--|-------------------|----------------------|
| Maximum potential payments | \$ 595 | \$ 592 |
| Carrying value of recorded liabilities related to guarantees and limited indemnities | 17 | 17 |

Litigation and Claims

Various legal actions, proceedings, and claims (generally, “matters”) are pending or may be instituted or asserted against us. These include but are not limited to matters arising out of alleged defects in our products; product warranties; governmental regulations relating to safety, emissions, and fuel economy or other matters; government incentives; tax matters; alleged illegal acts resulting in fines or penalties; financial services; employment-related matters; dealer, supplier, and other contractual relationships; intellectual property rights; environmental matters; shareholder or investor matters; and financial reporting matters. Certain of the pending legal actions are, or purport to be, class actions. Some of the matters involve or may involve claims for compensatory, punitive, or antitrust or other treble damages in very large amounts, or demands for field service actions, environmental remediation programs, sanctions, loss of government incentives, assessments, or other relief, which, if granted, would require very large expenditures.

The extent of our financial exposure to these matters is difficult to estimate. Many matters do not specify a dollar amount for damages, and many others specify only a jurisdictional minimum. To the extent an amount is asserted, our historical experience suggests that in most instances the amount asserted is not a reliable indicator of the ultimate outcome.

We accrue for matters when losses are deemed probable and reasonably estimable. In evaluating matters for accrual and disclosure purposes, we take into consideration factors such as our historical experience with matters of a similar nature, the specific facts and circumstances asserted, the likelihood that we will prevail, and the severity of any potential loss. We reevaluate and update our accruals as matters progress over time.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 20. COMMITMENTS AND CONTINGENCIES (Continued)

For the majority of matters, which generally arise out of alleged defects in our products, we establish an accrual based on our extensive historical experience with similar matters. We do not believe there is a reasonably possible outcome materially in excess of our accrual for these matters.

For the remaining matters, where our historical experience with similar matters is of more limited value (i.e., “non-pattern matters”), we evaluate the matters primarily based on the individual facts and circumstances. For non-pattern matters, we evaluate whether there is a reasonable possibility of a material loss in excess of any accrual that can be estimated. Our estimate of reasonably possible loss in excess of our accruals for all material matters currently reflects indirect tax and customs matters, for which we estimate the aggregate risk to be a range of up to about \$2.5 billion.

As noted, the litigation process is subject to many uncertainties, and the outcome of individual matters is not predictable with assurance. Our assessments are based on our knowledge and experience, but the ultimate outcome of any matter could require payment substantially in excess of the amount that we have accrued and/or disclosed.

Warranty and Field Service Actions

We accrue obligations for warranty costs and field service actions (i.e., safety recalls, emission recalls, and other product campaigns) at the time of sale. We establish estimates for warranty and field service action obligations using a patterned estimation model using historical information regarding the nature, frequency, and average cost of claims for each vehicle line by model year. We reevaluate the adequacy of our accruals on a regular basis and any revisions to our estimated obligation for warranties and field service actions are reported as *Changes in accrual related to pre-existing warranties* in the table below.

Warranty and field service actions obligations accounted for in *Other liabilities and deferred revenue* for the periods ended March 31 were as follows (in millions):

| | First Quarter | |
|---|---------------|----------|
| | 2015 | 2014 |
| Beginning balance | \$ 4,785 | \$ 3,927 |
| Payments made during the period | (576) | (578) |
| Changes in accrual related to warranties issued during the period | 463 | 502 |
| Changes in accrual related to pre-existing warranties | 173 | 456 |
| Foreign currency translation and other | (145) | (8) |
| Ending balance | \$ 4,700 | \$ 4,299 |

Excluded from the table above are costs accrued for customer satisfaction actions.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Ford Motor Company:

We have reviewed the accompanying consolidated balance sheet of Ford Motor Company and its subsidiaries as of March 31, 2015, and the related consolidated statements of income and comprehensive income for the three-month periods ended March 31, 2015 and 2014 and the condensed consolidated statement of cash flows and the consolidated statement of equity for the three-month periods ended March 31, 2015 and 2014. These interim financial statements are the responsibility of the Company's management.

The accompanying sector balance sheets and the related sector statements of income and of cash flows are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the review procedures applied in the review of the basic financial statements.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2014, and the related consolidated statements of income, comprehensive income, equity, and cash flows for the year then ended (not presented herein), and in our report dated February 13, 2015, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2014, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Detroit, Michigan
April 28, 2015

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

RESULTS OF OPERATIONS

Our first quarter 2015 pre-tax results and net income were as follows:

| | First Quarter | | Memo: |
|--|---------------|----------------|-----------------|
| | 2015 | Better/(Worse) | Full Year |
| | (Mils.) | 2014 | 2014 |
| | | (Mils.) | (Mils.) |
| Income | | | |
| Pre-tax results (excl. special items) | \$ 1,405 | \$ 24 | \$ 6,282 |
| Special items | — | 122 | (1,940) |
| Pre-tax results (incl. special items) | 1,405 | 146 | 4,342 |
| (Provision for)/Benefit from income taxes | (480) | (210) | (1,156) |
| Net income | 925 | (64) | 3,186 |
| Less: Income/(Loss) attributable to noncontrolling interests | 1 | 1 | (1) |
| Net income attributable to Ford | \$ 924 | \$ (65) | \$ 3,187 |

Net income includes certain items ("special items") that we have grouped into "Personnel and Dealer-Related Items" and "Other Items" to provide useful information to investors about the nature of the special items. The first category includes items related to our efforts to match production capacity and cost structure to market demand and changing model mix and therefore helps investors track amounts related to those activities. The second category includes items that we do not generally consider to be indicative of our ongoing operating activities, and therefore allows investors analyzing our pre-tax results to identify certain infrequent significant items that they may wish to exclude when considering the trend of ongoing operating results.

As detailed in Note 19 of the Notes to the Financial Statements, we allocate special items to a separate reconciling item, as opposed to allocating them among the operating segments and Other Automotive, reflecting the fact that management excludes these items from its review of operating segment results for purposes of measuring segment profitability and allocating resources among the segments.

For the first quarter of 2015, we had no special items. The following table details Automotive sector pre-tax special items in each category for the first quarter of 2014 and full year 2014:

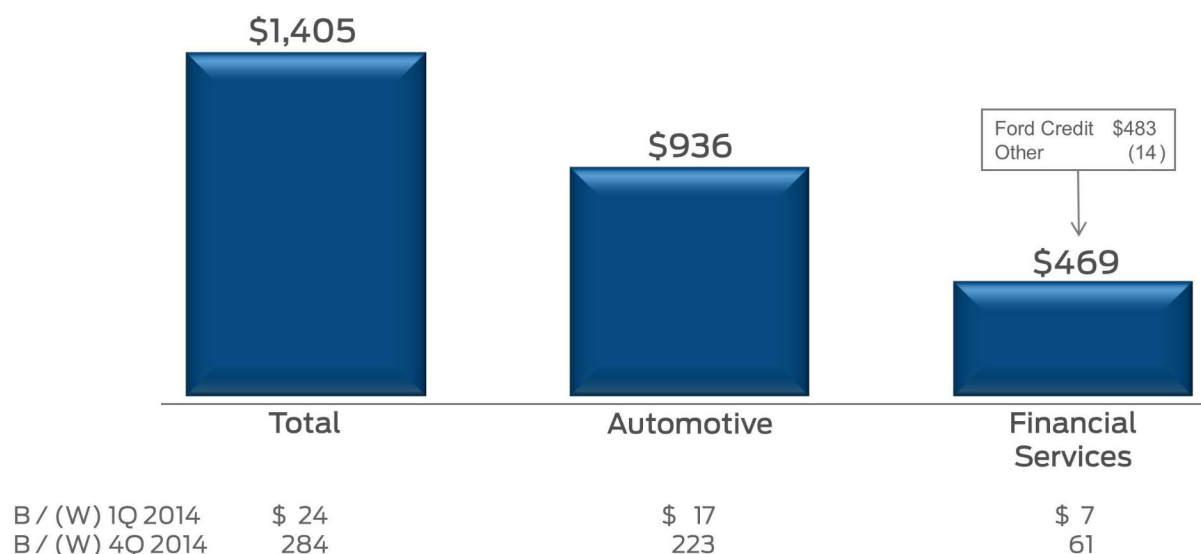
| | First Quarter | Memo: |
|---|---------------|------------|
| | 2014 | Full Year |
| | (Mils.) | 2014 |
| | | (Mils.) |
| Personnel and Dealer-Related Items | | |
| Separation-related actions (a) | \$ (122) | \$ (685) |
| Other Items | | |
| Venezuela accounting change | — | (800) |
| Ford Sollers equity impairment | — | (329) |
| 2016 Convertible Notes settlement | — | (126) |
| Other | — | — |
| Total Other Items | — | (1,255) |
| Total Special Items | \$ (122) | \$ (1,940) |

(a) Primarily related to separation costs for personnel at the Genk and U.K. facilities.

Discussion of Automotive sector, Financial Services sector, and Company results of operations below is on a pre-tax basis and excludes special items unless otherwise specifically noted. References to records by Automotive segments—North America, South America, Europe, Middle East & Africa, and Asia Pacific—are since at least 2000 when we began reporting specific business unit results.

The chart below shows first quarter 2015 pre-tax results by sector:

TOTAL COMPANY 1Q 2015 PRE-TAX RESULTS BY SECTOR (MILS)



Both of our sectors -- Automotive and Financial Services -- contributed to the Company's first quarter 2015 pre-tax profit and both improved compared with the first quarter and fourth quarter of 2014.

AUTOMOTIVE SECTOR

Definitions and calculations used in this report include:

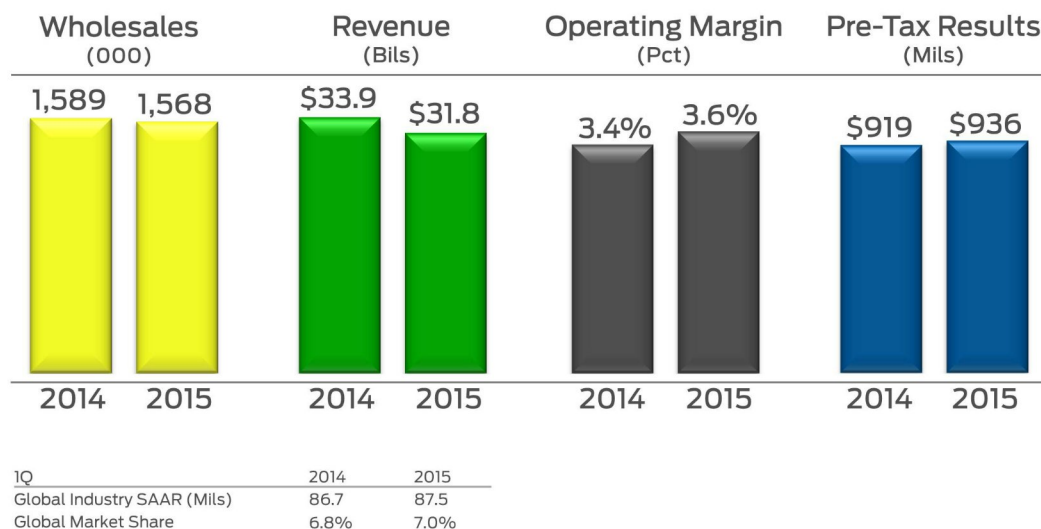
- **Wholesales and Revenue** - Wholesale unit volumes include all Ford and Lincoln badged units (whether produced by Ford or by an unconsolidated affiliate) that are sold to dealerships, units manufactured by Ford that are sold to other manufacturers, units distributed by Ford for other manufacturers, and local brand units produced by our China joint venture, Jiangling Motors Corporation, Ltd. ("JMC"), that are sold to dealerships. Vehicles sold to daily rental car companies that are subject to a guaranteed repurchase option (i.e., rental repurchase), as well as other sales of finished vehicles for which the recognition of revenue is deferred (e.g., consignments), also are included in wholesale unit volumes. Revenue from certain vehicles in wholesale unit volumes (specifically, Ford badged vehicles produced and distributed by our unconsolidated affiliates, as well as JMC brand vehicles) are not included in our revenue
- **Automotive Operating Margin** - defined as Automotive pre-tax results, excluding special items and Other Automotive, divided by Automotive revenue
- **Industry Volume and Market Share** - based, in part, on estimated vehicle registrations; includes medium and heavy duty trucks
- **SAAR** - seasonally adjusted annual rate

In general, we measure year-over-year change in Automotive pre-tax operating profit for our total Automotive sector and reportable segments using the causal factors listed below, with net pricing and cost variances calculated at present-year volume and mix and exchange:

- **Market Factors:**
 - **Volume and Mix** - primarily measures profit variance from changes in wholesale volumes (at prior-year average margin per unit) driven by changes in industry volume, market share, and dealer stocks, as well as the profit variance resulting from changes in product mix, including mix among vehicle lines and mix of trim levels and options within a vehicle line
 - **Net Pricing** - primarily measures profit variance driven by changes in wholesale prices to dealers and marketing incentive programs such as rebate programs, low-rate financing offers, and special lease offers
- **Contribution Costs** - primarily measures profit variance driven by per-unit changes in cost categories that typically vary with volume, such as material costs (including commodity and component costs), warranty expense, and freight and duty costs
- **Structural Costs** - primarily measures profit variance driven by absolute change in cost categories that typically do not have a directly proportionate relationship to production volume. Structural costs include the following cost categories:
 - **Manufacturing and Engineering** - consists primarily of costs for hourly and salaried manufacturing- and engineering-related personnel, plant overhead (such as utilities and taxes), new product launch expense, prototype materials, and outside engineering services
 - **Spending-Related** - consists primarily of depreciation and amortization of our manufacturing and engineering assets, but also includes asset retirements and operating leases
 - **Advertising and Sales Promotions** - includes costs for advertising, marketing programs, brand promotions, customer mailings and promotional events, and auto shows
 - **Administrative and Selling** - includes primarily costs for salaried personnel and purchased services related to our staff activities and selling functions, as well as associated information technology costs
 - **Pension and OPEB** - consists primarily of past service pension costs and other postretirement employee benefit costs
- **Exchange** - primarily measures profit variance driven by one or more of the following: (i) transactions denominated in currencies other than the functional currencies of the relevant entities, (ii) effects of converting functional currency income to U.S. dollars, (iii) effects of remeasuring monetary assets and liabilities of the relevant entities in currencies other than their functional currency, or (iv) results of our foreign currency hedging
- **Net Interest and Other**
 - **Net Interest** - primarily measures profit variance driven by changes in our Automotive sector's centrally-managed net interest, which consists of interest expense, interest income, fair market value adjustments on our cash equivalents and marketable securities portfolio (excluding our investment in Mazda), and other adjustments
 - **Other** - items not included in the causal factors defined above

Total Automotive. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

AUTOMOTIVE SECTOR 1Q 2015 KEY METRICS COMPARED WITH 2014



For the full year, we expect to achieve strong top-line growth in the Automotive sector as we leverage a growing global industry, as well as improve our global market share on the strength of our 24 product launches last year and the 15 we have planned for 2015. We also have more capacity coming on line in Asia Pacific in the second half that will drive incremental volume and revenue.

We also expect improvements to the bottom line, specifically higher Automotive operating margin and strong growth in Automotive pre-tax profit, driven by North America and Asia Pacific, with improved results in Europe and South America as well. We continue to expect most of the Company's improvement to occur in the second half.

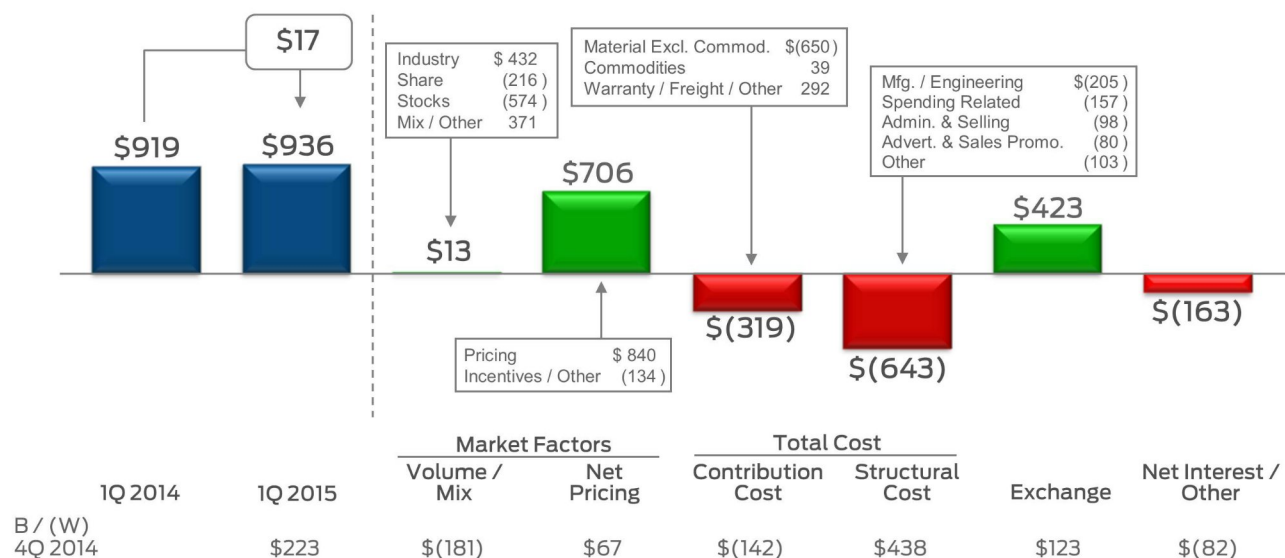
For the first quarter, we estimate that global industry SAAR, shown on the lower left, was 87.5 million units, up 1% from a year ago, and we grew our global market share to 7%. Wholesale volume was down slightly from a year ago due to the effects of major product launches which contributed to lower dealer stock increases and constrained our share growth.

Our revenue was down 6% due to the unfavorable exchange effects of the strong U.S. dollar on international operations, as well as the lower volume.

We are pleased that our operating margin improved – which, at 3.6%, was up two-tenths of a percentage point, and that our Automotive pre-tax profit of \$936 million was essentially unchanged from a year ago.

AUTOMOTIVE SECTOR

1Q 2015 PRE-TAX RESULTS COMPARED WITH 2014 (MILS)



As shown above, our unchanged Automotive pre-tax profit was the result of higher net pricing, favorable exchange, and favorable mix; higher costs and lower volume were offsets. The strong net pricing mainly reflects new products in North and South America, as well as partial recovery in South America of the adverse operating effects of the region's weaker currencies and high local inflation.

The non-repeat of unfavorable balance sheet exchange effects last year, primarily in Venezuela and Argentina, explains most of the favorable exchange.

The good news on mix came from North America, primarily Super Duty, and Europe, primarily Transit and Mondeo.

The higher costs are driven principally by three factors: the effects of new products launched since the first quarter of 2014; new plants in Asia Pacific launched over the past year or to be launched later this year; and investments for future new products and capacity to support our growth beyond 2015.

North America was the major driver of the lower volume due to product launch effects.

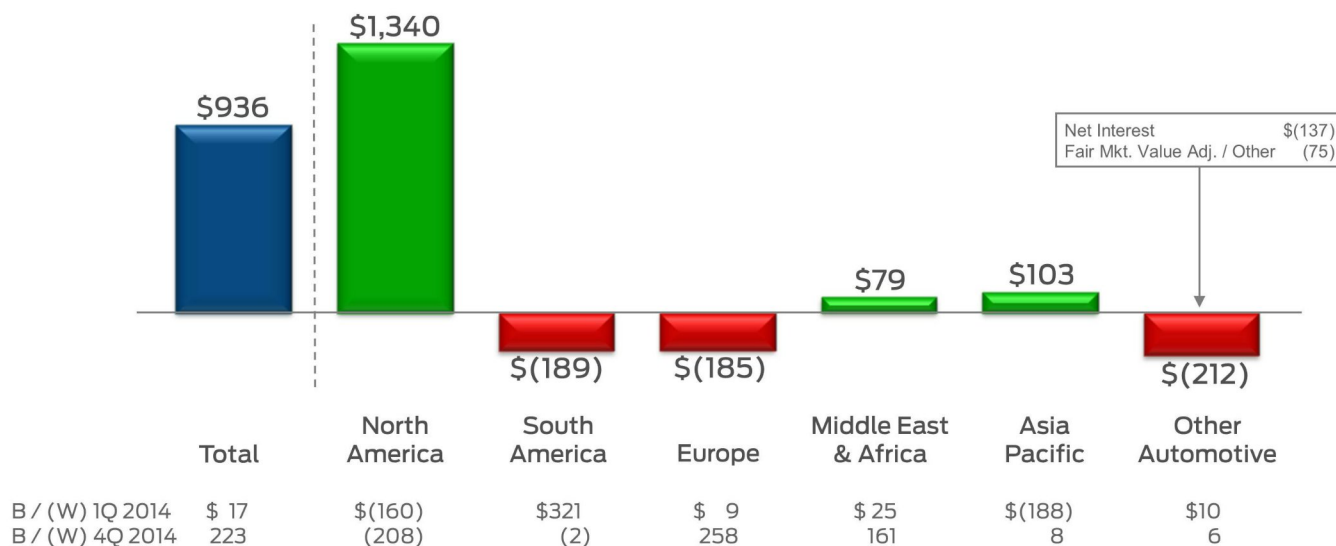
As shown below the chart, Automotive pre-tax profit improved over the fourth quarter of 2014 because of lower costs and favorable exchange.

Total costs and expenses for our Automotive sector in the first quarter of 2015 and 2014 were \$31.3 billion and \$33.5 billion, respectively, a difference of \$2.2 billion. An explanation of these changes is shown below (in billions):

| | First Quarter |
|-------------------------------------|--------------------------------|
| | 2015 Lower/(Higher) 2014 |
| Explanation of change: | |
| Volume and mix, exchange, and other | \$ 3.0 |
| Contribution costs | |
| Material excluding commodities | (0.6) |
| Commodities | — |
| Warranty/Freight/Other | 0.3 |
| Structural costs | (0.6) |
| Special items | 0.1 |
| Total | \$ 2.2 |

Results by Automotive Segment. Details by segment of *Income before income taxes* are shown below for the first quarter of 2015.

AUTOMOTIVE SECTOR 1Q 2015 PRE-TAX RESULTS BY SEGMENT (MILS)

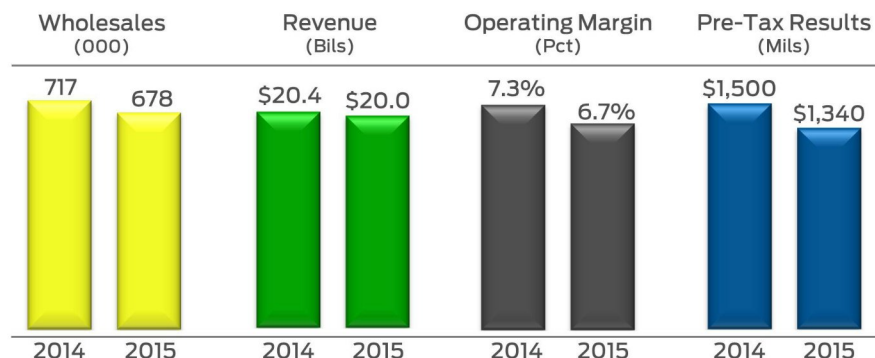


Shown above is Automotive pre-tax results by business unit, along with Other Automotive which is mainly net interest expense.

Previously, we had guided that we expected Automotive net interest expense to be equal to or higher than last year's expense of \$583 million. We now expect full year expense to be about \$650 million, including the impact of the external debt of our Russia operation, Ford Sollers, which was fully consolidated as of March 31, 2015, along with incremental funding in Brazil.

North America Segment. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

AUTOMOTIVE SECTOR – NORTH AMERICA 1Q 2015 KEY METRICS COMPARED WITH 2014



| | | |
|---------------------------|-------|-------|
| 1Q | 2014 | 2015 |
| NA Industry SAAR (Mils) | 19.2 | 20.6 |
| NA Market Share | 14.6% | 14.0% |
| U.S. Industry SAAR (Mils) | 16.0 | 17.1 |
| U.S. Market Share | 15.3% | 14.7% |



F-150 Raptor

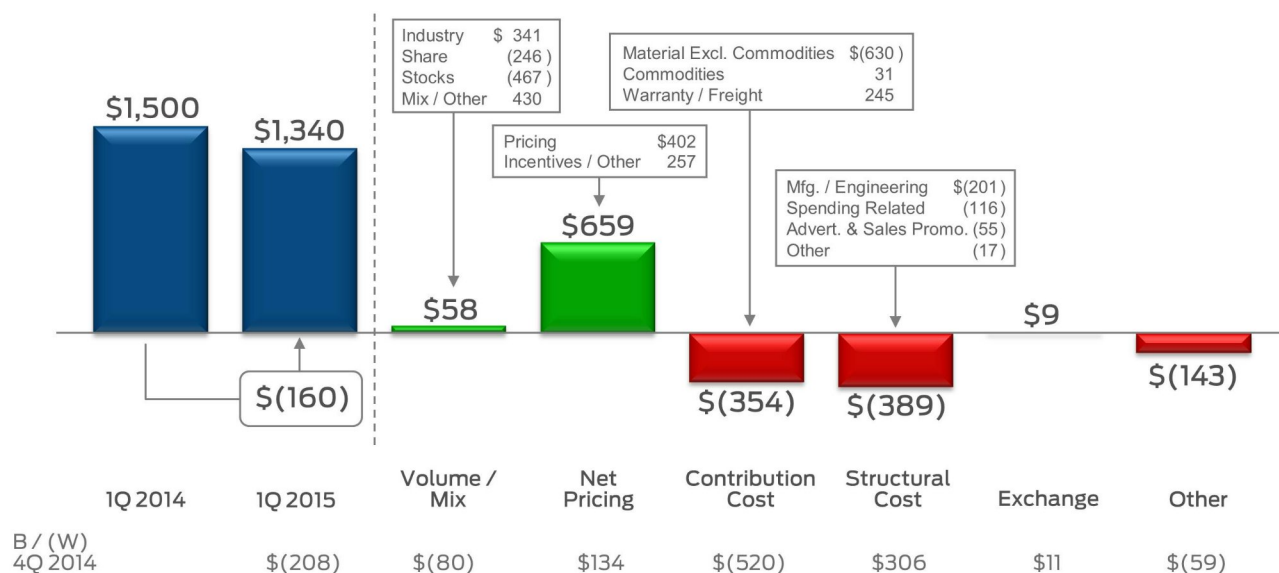
We expect North America to have a very strong year in 2015, with substantial top-line growth, higher pre-tax profit, and an improved operating margin. This is based on continued robust industry sales, our strong product line-up including products launched last year and planned for 2015, our continued discipline in matching production with demand, and a lean cost structure.

In the quarter, wholesale volume and revenue were down 5% and 2% from a year ago, respectively. The lower wholesale volume reflects launch-related declines of about 40% for F-150 and over 50% for Edge; all other vehicles were up 7%. The declines for F-150 and Edge resulted in lower U.S. market share, which was down six-tenths of a percentage point, to 14.7%, as well as lower stock increases this year than in 2014. Higher industry sales, reflecting a U.S. SAAR of 17.1 million units, were a partial offset.

Our lower revenue was driven by the lower wholesale volume, as well as the adverse effect on our revenue in Canada and Mexico of the strong U.S. dollar; this was offset largely by higher net pricing and favorable mix. North America operating margin was 6.7%, down six-tenths of a percentage point from last year, and pre-tax profit was \$1.3 billion, down \$160 million.

AUTOMOTIVE SECTOR – NORTH AMERICA

1Q 2015 PRE-TAX RESULTS COMPARED WITH 2014 (MIL\$)



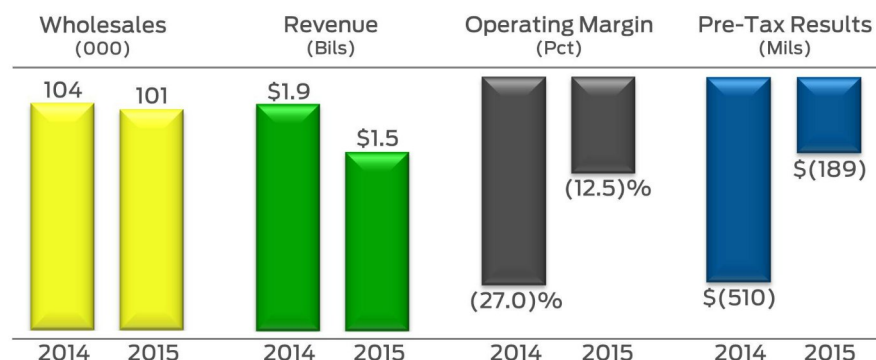
Lower volume for F-150 and Edge due to their launches explains North America's lower pre-tax profit in the first quarter. All other factors essentially offset one another.

We expect results in North America to improve substantially over the balance of the year as we benefit from a full supply of F-150 and Edge, as well as other new products we have yet to launch, including Explorer and MKX. As shown below the chart, North America pre-tax profit declined compared with fourth quarter due to higher costs and lower volume.

We continue to expect North America to be strongly profitable this year, at a level that will exceed last year's result. We are increasing our operating margin guidance from 8% to 9% to 8.5% to 9.5%. This reflects our strong confidence in the F-150 and our positive view of the product's impact on our business now that the launch is successfully behind us. We also expect the recently launched Mustang, Transit, and Edge to continue to perform strongly, and we are excited about the upcoming launches of Explorer and MKX.

South America Segment. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

AUTOMOTIVE SECTOR – SOUTH AMERICA 1Q 2015 KEY METRICS COMPARED WITH 2014



Ka

| 1Q | 2014 | 2015 |
|-----------------------------|------|-------|
| SA Industry SAAR (Mils) | 5.6 | 4.5 |
| SA Market Share | 8.6% | 9.7% |
| Brazil Industry SAAR (Mils) | 3.8 | 3.0 |
| Brazil Market Share | 9.2% | 10.5% |

The business environment in South America has deteriorated beyond our expectations, with negative GDP growth, continued high inflation, and further currency weakness across the region. The industry pricing environment is also difficult, particularly in Brazil, with actions taken to date generally lagging the combined adverse effects of the weaker currencies and high local inflation. Our strategy of replacing legacy products with One Ford products is bearing fruit. The new Ka is improving our market share in the region, which, at 9.7%, was up a strong 1.1 percentage points. In Brazil, EcoSport and Fusion continue to lead their segments and, as a result of the success of the F-Series and Cargo, Ford led the light and semi-light truck segments in the first quarter of 2015.

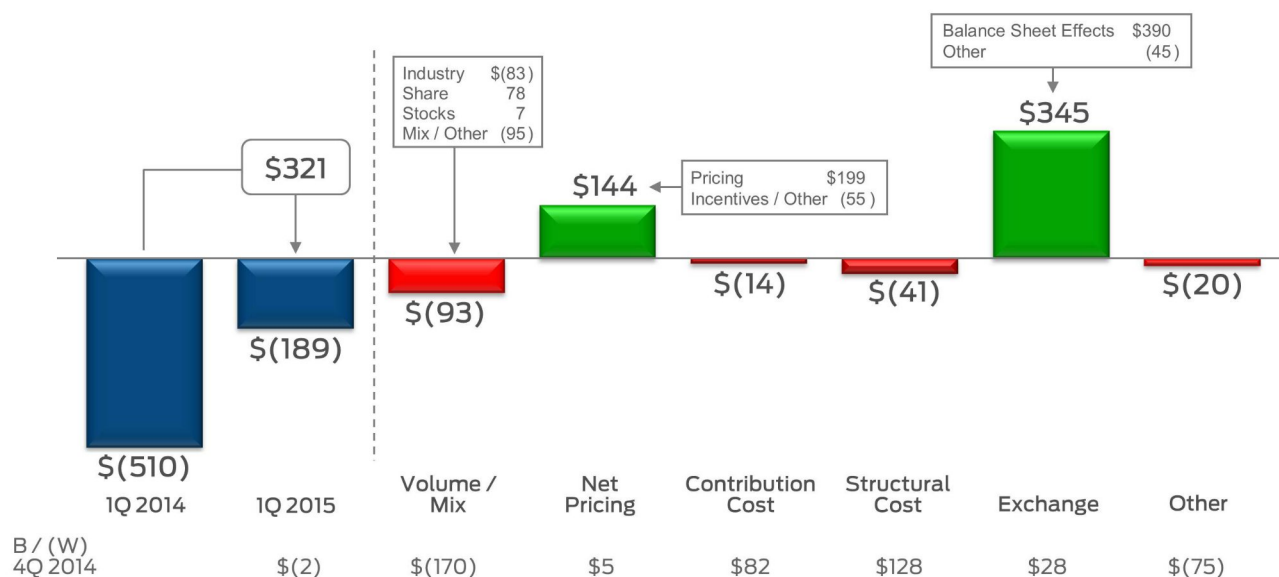
As we continue to sustain a strong product line-up, our team in South America also is focused on finding other revenue opportunities, reducing costs, matching production to real demand, and increasing local content to mitigate further the adverse effects of the weak local currencies.

In the first quarter of 2015, our wholesale volume and revenue decreased from a year ago by 3% and 20%, respectively. Our lower volume resulted from a 1.1 million unit decline in industry SAAR, reflecting the impact of Brazil's weaker economy and Argentina import restrictions. Our revenue decline resulted from the weaker currencies and unfavorable volume and mix.

Operating margin was negative 12.5%, a significant improvement from a year ago, while pre-tax loss was \$189 million, an improvement of \$321 million.

AUTOMOTIVE SECTOR – SOUTH AMERICA

1Q 2015 PRE-TAX RESULTS COMPARED WITH 2014 (MILS)



South America's profit improvement was due to favorable exchange, most of which reflects the non-repeat of last year's unfavorable balance sheet exchange effects of \$310 million in Venezuela.

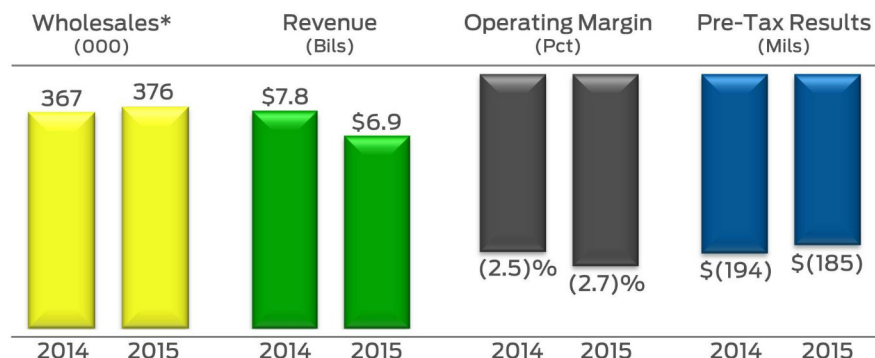
Although volume was effectively unchanged, we were able to offset the effect of lower industry volume by growing our market share.

As shown below the chart, the first quarter 2015 loss was about the same as fourth quarter 2014.

For the full year, we continue to expect our pre-tax loss to improve from 2014, but the loss now will be greater than we had expected due to the more difficult external environment.

Europe Segment. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

AUTOMOTIVE SECTOR – EUROPE 1Q 2015 KEY METRICS COMPARED WITH 2014



| 1Q | 2014 | 2015 |
|-----------------------------|------|------|
| EUR Industry SAAR (Mils) | 18.7 | 19.2 |
| EUR Market Share | 7.2% | 7.8% |
| EUR 20 Industry SAAR (Mils) | 14.5 | 15.7 |
| EUR 20 Market Share | 8.0% | 8.2% |

* Includes Ford brand vehicles produced and sold by our unconsolidated affiliates in Turkey (about 6,000 units in 1Q 2014 and 17,000 units in 1Q 2015) and in Russia (about 19,000 units in 1Q 2014 and 5,000 units in 1Q 2015); revenue does not include these sales



EcoSport

In Europe, we are continuing to implement our transformation plan focused on product, brand, and cost. We confirmed earlier this month our commitment to the Russian market, where we agreed to certain changes with our partner Sollers that will allow both parties to continue to support the Ford Sollers joint venture in the near term while providing a platform for future growth in this important market. As a result of these changes, we consolidated our Russian operations as of March 31, 2015. This had no effect on first quarter earnings.

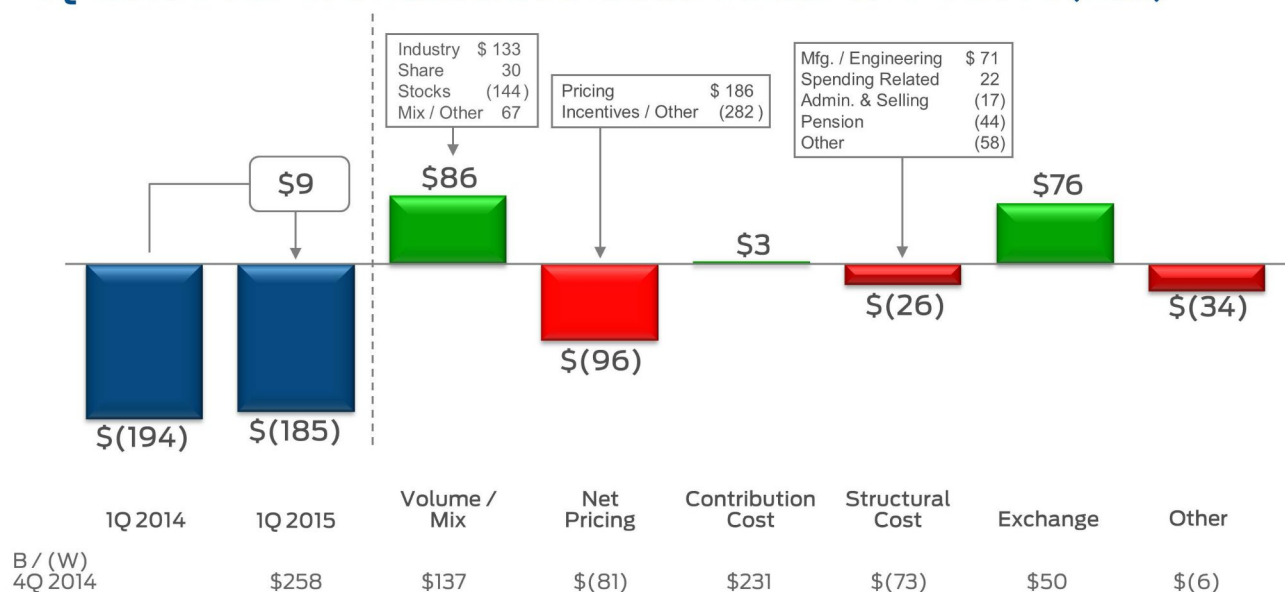
In the first quarter, our Europe 20 market share improved two-tenths of a percentage point, to 8.2%. The success of our full line of Transit vehicles and continued strong performance of our Ranger compact pick-up contributed to a 2.8 percentage point improvement in our commercial vehicle share, to 13.3%. In the first quarter of 2015, Ford was the leading commercial brand in Europe 20.

In the first quarter of 2015, Europe wholesale volume improved 2% from a year ago, while revenue declined 11%. The higher volume resulted from a 1.2 million unit increase in the Europe 20 SAAR, which was 15.7 million units, as well as from Ford's higher market share. This was offset largely by the non-repeat of last year's dealer stock increase.

The strong U.S. dollar explains our lower revenue. Europe's operating margin was negative 2.7%, down two-tenths of a percentage point from a year ago, and the pre-tax loss was \$185 million, about unchanged.

AUTOMOTIVE SECTOR – EUROPE

1Q 2015 PRE-TAX RESULTS COMPARED WITH 2014 (MILS)



Europe's first quarter 2015 pre-tax results were about the same as last year, but there was variability among the factors.

Higher industry, share, and favorable mix were offset partially by the non-repeat of last year's stock increase.

The lower net pricing was driven, in part, by the aging of selected vehicle lines, but a portion also resulted from higher incentive activity in the United Kingdom and Switzerland. This was driven, in part, by more competitive activity triggered by a stronger pound sterling and Swiss franc versus the euro that made sales in the these two markets more attractive.

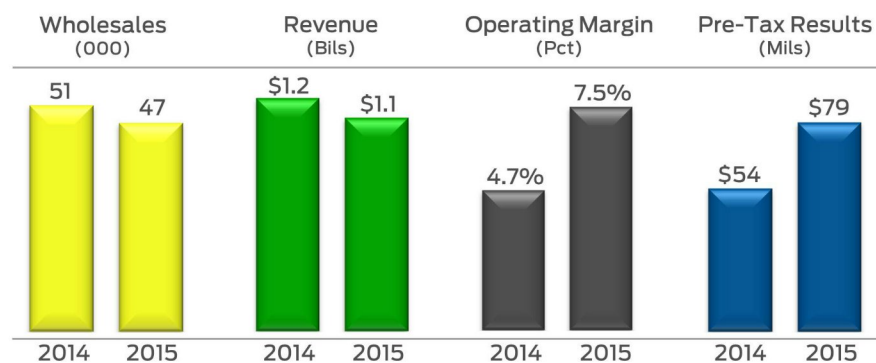
In total, costs were about flat, including the impact of lower discount rates on pension expense.

As shown below the chart, first quarter 2015 pre-tax results improved from the fourth quarter of 2014 due to favorable market factors, lower costs, and favorable exchange.

For the full year, we continue to expect Europe's pre-tax loss to improve from 2014, including the consolidation of Ford Sollers.

Middle East & Africa Segment. The following chart details first quarter key metrics.

AUTOMOTIVE SECTOR – MIDDLE EAST & AFRICA 1Q 2015 KEY METRICS COMPARED WITH 2014



Ranger

| | | |
|--------------------------|------|------|
| 1Q | 2014 | 2015 |
| MEA Industry SAAR (Mils) | 4.3 | 4.3 |
| MEA Market Share | 4.3% | 4.3% |

In Middle East & Africa we are focused on building our distribution capability, expanding our One Ford product offering tailored to the needs of markets in the region, and leveraging our global low-cost sourcing hubs.

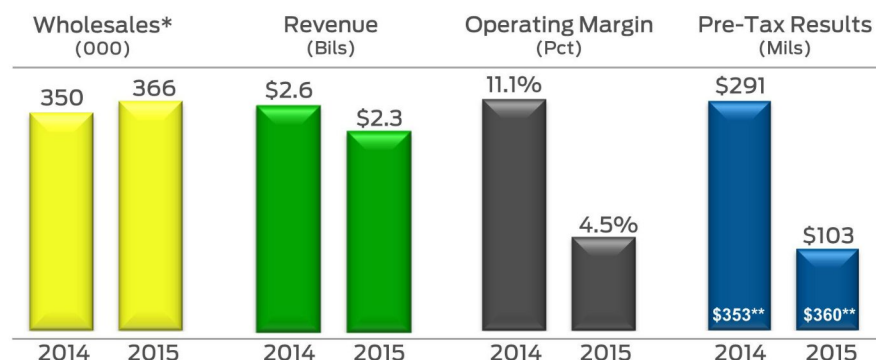
In the first quarter of 2015, wholesale volume and revenue declined 8% compared with the first quarter of 2014. Lower volume is a result of unfavorable changes in dealer stocks, while the lower revenue reflects the lower volume as well as the impact of the stronger U.S. dollar.

Operating margin for the first quarter of 2015 was 7.5%, 2.8 percentage points higher than a year ago, and pre-tax profit was \$79 million, an improvement of \$25 million. This was driven by favorable exchange.

For the full year, we now expect Middle East & Africa to deliver about breakeven results, an improvement from our prior guidance of a loss somewhat larger than 2014.

Asia Pacific Segment. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

AUTOMOTIVE SECTOR – ASIA PACIFIC 1Q 2015 KEY METRICS COMPARED WITH 2014



Escort

| 1Q | 2014 | 2015 |
|----------------------------|------|------|
| AP Industry SAAR (Mils) | 38.9 | 38.9 |
| AP Market Share | 3.4% | 3.4% |
| China Industry SAAR (Mils) | 22.9 | 24.0 |
| China Market Share | 4.5% | 4.5% |

* Includes Ford brand and Jiangling Motors Corporation (JMC) brand vehicles produced and sold in China by our unconsolidated affiliates (about 262,000 units in 1Q 2014 and 289,000 units in 1Q 2015); revenue does not include these sales

** Reflects Ford equity share of China joint ventures net income. See Appendix for additional information

We are continuing our strategy in Asia Pacific to invest for growth in incremental capacity, new products, and Lincoln in China.

We expect Asia Pacific to have a strong year, with top- and bottom-line results improving substantially in the second half versus the first half due to added capacity and new products to be launched from the middle of the year, notably the three-row Edge, the all-new Taurus, Figo, the all-new Everest, refreshed Ranger, and the all-new MKX.

As shown on the left, our first quarter wholesale volume was up 5% compared with a year ago, while our net revenue, which excludes our China joint ventures, declined 14%. Our China wholesale volume, which is not shown, was up 10% in the quarter. This reflects, in part, strong market reception to the all-new Escort, as well as Lincoln, which is off to an encouraging start, with several of our China dealers already among the brand's highest-volume dealers globally.

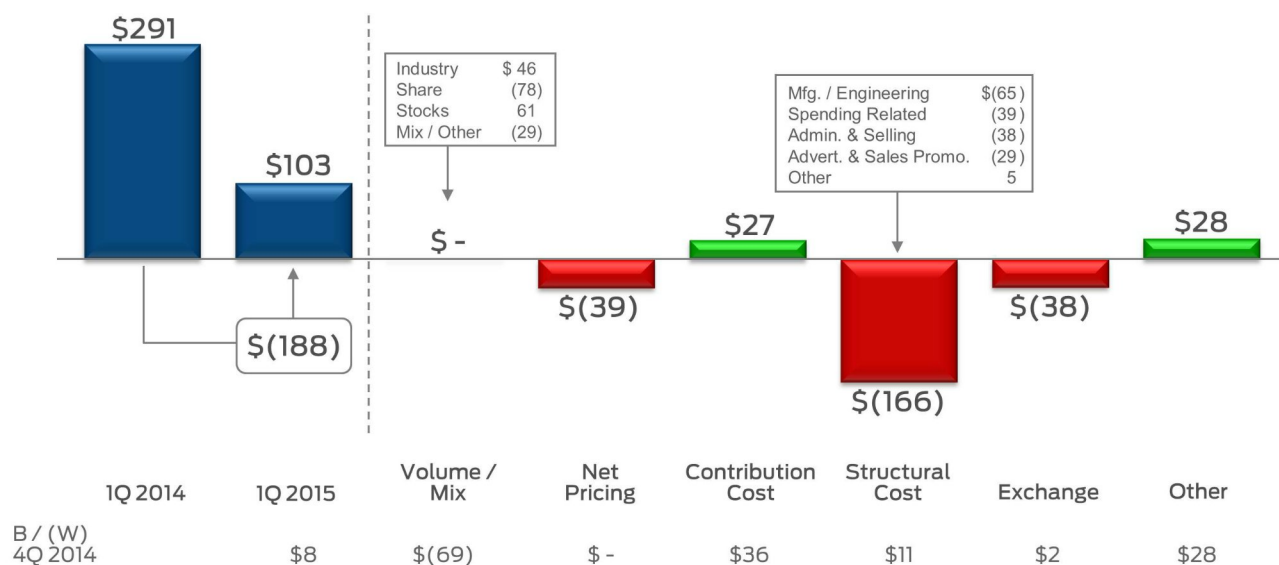
Our higher volume in the region was driven by a favorable change in dealer stocks, including recovery of stocks to targeted levels. We estimate first quarter SAAR for the region at 38.9 million units, unchanged from a year ago, although we did see signs of slowing growth in China during the quarter.

Our first quarter market share for the region, at 3.4%, and our China market share, at 4.5%, were both equal to first quarter records set last year. Our lower revenue was a result of the lower volume from our consolidated operations, as well as weaker currencies. Operating margin was 4.5%, down 6.6 percentage points from a year ago, and pre-tax profit was \$103 million, down \$188 million.

Our China joint ventures contributed \$360 million to pre-tax profit this quarter, reflecting our equity share of their after-tax earnings.

AUTOMOTIVE SECTOR – ASIA PACIFIC

1Q 2015 PRE-TAX RESULTS COMPARED WITH 2014 (MIL\$)



The decline in first quarter 2015 pre-tax profit compared with the first quarter of 2014, is primarily explained by higher structural costs. This reflects costs related to our plans to introduce 18 new vehicles in 2015 and to bring online new capacity with four new plants. We'll see volume and revenue benefits of these investments in the second half of the year.

For the full year, we continue to expect Asia Pacific pre-tax profit to be higher than 2014, with most of the improvements occurring in the second half consistent with the launch timing of new capacity and products.

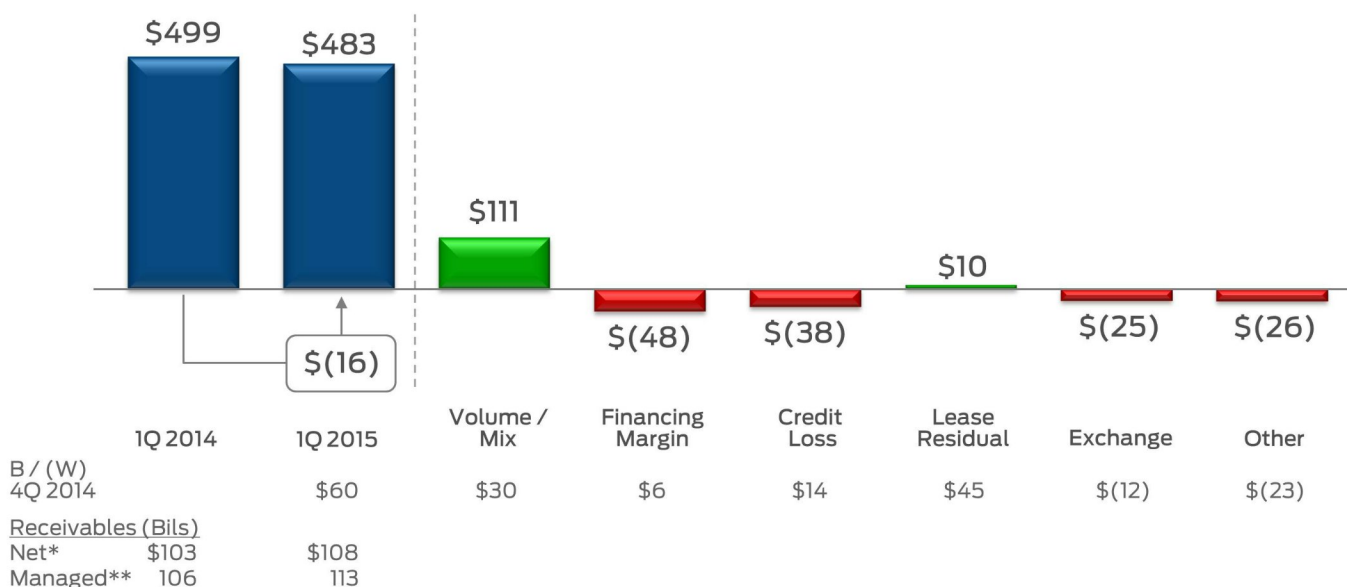
FINANCIAL SERVICES SECTOR

In general, we measure period-to-period changes in Ford Credit's pre-tax results using the causal factors listed below:

- *Volume and Mix:*
 - Volume primarily measures changes in net financing margin driven by changes in average finance receivables and net investment in operating leases at prior period financing margin yield (defined below in financing margin) at prior period exchange rates. Volume changes are primarily driven by the volume of new and used vehicle sales and leases, the extent to which Ford Credit purchases retail installment sale and lease contracts, the extent to which Ford Credit provides wholesale financing, the sales price of the vehicles financed, the level of dealer inventories, Ford-sponsored special financing programs available exclusively through Ford Credit, and the availability of cost-effective funding for the purchase of retail installment sale and lease contracts and to provide wholesale financing.
 - Mix primarily measures changes in net financing margin driven by period over period changes in the composition of Ford Credit's average managed receivables by product and by country or region.
- *Financing Margin:*
 - Financing margin variance is the period-to-period change in financing margin yield multiplied by the present period average receivables at prior period exchange rates. This calculation is performed at the product and country level and then aggregated. Financing margin yield equals revenue, less interest expense and scheduled depreciation for the period, divided by average receivables for the same period.
 - Financing margin changes are driven by changes in revenue and interest expense. Changes in revenue are primarily driven by the level of market interest rates, cost assumptions in pricing, mix of business, and competitive environment. Changes in interest expense are primarily driven by the level of market interest rates, borrowing spreads, and asset-liability management.
- *Credit Loss:*
 - Credit loss measures changes in the provision for credit losses at prior period exchange rates. For analysis purposes, management splits the provision for credit losses primarily into net charge-offs and the change in the allowance for credit losses.
 - Net charge-off changes are primarily driven by the number of repossessions, severity per repossession, and recoveries. Changes in the allowance for credit losses are primarily driven by changes in historical trends in credit losses and recoveries, changes in the composition and size of Ford Credit's present portfolio, changes in trends in historical used vehicle values, and changes in economic conditions. For additional information on the allowance for credit losses, refer to the "Critical Accounting Estimates - Allowance for Credit Losses" section of Item 7 of Part II of our 2014 Form 10-K Report.
- *Lease Residual:*
 - Lease residual measures changes to residual performance at prior period exchange rates. For analysis purposes, management splits residual performance primarily into residual gains and losses, and the change in accumulated supplemental depreciation.
 - Residual gain and loss changes are primarily driven by the number of vehicles returned to Ford Credit and sold, and the difference between the auction value and the depreciated value of the vehicles sold. Changes in accumulated supplemental depreciation are primarily driven by changes in Ford Credit's estimate of the number of vehicles that will be returned to it and sold, and changes in the estimate of the expected auction value at the end of the lease term. For additional information on accumulated supplemental depreciation, refer to the "Critical Accounting Estimates - Accumulated Depreciation on Vehicles Subject to Operating Leases" section of Item 7 of Part II of our 2014 Form 10-K Report.
- *Exchange:*
 - Reflects changes in pre-tax results driven by the effects of converting functional currency income to U.S. dollars.
- *Other:*
 - Primarily includes operating expenses, other revenue, and insurance expenses at prior period exchange rates.
 - Changes in operating expenses are primarily driven by salaried personnel costs, facilities costs, and costs associated with the origination and servicing of customer contracts.
 - In general, other revenue changes are primarily driven by changes in earnings related to market valuation adjustments to derivatives (primarily related to movements in interest rates), and other miscellaneous items.

Ford Credit. The chart below details the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

FORD CREDIT 1Q 2015 PRE-TAX RESULTS COMPARED WITH 2014 (MIL\$)



* Net receivables reflect net finance receivables and net investment in operating leases reported on Ford Credit's balance sheet

** Managed receivables equal net receivables, excluding unearned interest supplements and residual support, allowance for credit losses, and other (primarily accumulated supplemental depreciation)

Ford Credit is a strategic asset that provides world-class financial services to our dealers and customers and is an integral part of our global growth and value creation strategy. It maintains a strong balance sheet that provides solid profits and distributions to Ford.

In the first quarter, Ford Credit continued to demonstrate solid growth supporting Ford, including the launch of operations in India. Origination practices continue to be consistent, and costs remain well controlled and in line with expectations.

In the first quarter, Ford Credit's pre-tax profit was largely unchanged from a year ago. Favorable volume and mix primarily reflects higher consumer finance receivables globally and an increase in leasing in North America. Lower portfolio pricing drove the lower financing margin. And the higher credit losses in the first quarter of 2015 primarily reflect the non-repeat of reserve releases that occurred in the first quarter of 2014.

As shown below the chart, favorable lease residual performance due to higher auction values in North America contributed to the higher pre-tax profit compared with the fourth quarter of 2014.

For the full year, we continue to expect Ford Credit pre-tax profit to be equal to or higher than 2014, year-end managed receivables of \$123 billion to \$128 billion, and distributions of about \$250 million. We now expect managed leverage at the upper end of our range of 8 to 9 to 1 in the near term because of the translation impact of the strong U.S. dollar.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Ford Credit's receivables, including finance receivables and operating leases, were as follows (in billions):

| | March 31, 2015 | December 31, 2014 |
|--|-------------------|----------------------|
| Net Receivables | | |
| Finance receivables - North America | | |
| Consumer - Retail financing | \$ 43.7 | \$ 44.1 |
| Non-Consumer | | |
| Dealer financing (a) | 22.5 | 22.5 |
| Other | 0.9 | 1.0 |
| Total finance receivables - North America (b) | 67.1 | 67.6 |
| Finance receivables - International | | |
| Consumer - Retail financing | 11.5 | 11.8 |
| Non-Consumer | | |
| Dealer financing (a) | 9.5 | 9.3 |
| Other | 0.4 | 0.3 |
| Total finance receivables - International (b) | 21.4 | 21.4 |
| Unearned interest supplements | (1.7) | (1.8) |
| Allowance for credit losses | (0.3) | (0.3) |
| Finance receivables, net | 86.5 | 86.9 |
| Net investment in operating leases (b) | 22.0 | 21.5 |
| Total net receivables | \$ 108.5 | \$ 108.4 |
| Managed Receivables | | |
| Total net receivables | \$ 108.5 | \$ 108.4 |
| Unearned interest supplements and residual support | 3.8 | 3.9 |
| Allowance for credit losses | 0.4 | 0.4 |
| Other, primarily accumulated supplemental depreciation | 0.2 | 0.1 |
| Total managed receivables | \$ 112.9 | \$ 112.8 |

(a) Dealer financing primarily includes wholesale loans to dealers to finance the purchase of vehicle inventory.

(b) At March 31, 2015 and December 31, 2014, includes consumer receivables before allowance for credit losses of \$25.9 billion and \$24.4 billion, respectively, and non-consumer receivables before allowance for credit losses of \$21.3 billion and \$21.8 billion, respectively, that have been sold for legal purposes in securitization transactions but continue to be reported in Ford Credit's financial statements. In addition, at March 31, 2015 and December 31, 2014, includes net investment in operating leases before allowance for credit losses of \$10.1 billion and \$9.6 billion, respectively, that have been included in securitization transactions but continue to be reported in Ford Credit's financial statements. The receivables and net investment in operating leases are available only for payment of the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions; they are not available to pay Ford Credit's other obligations or the claims of its other creditors. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions.

Managed receivables at March 31, 2015 were unchanged from year end 2014. Ford Credit had growth in all products in all geographic segments, which was offset by the exchange rate impact of a strong U.S. dollar.

LIQUIDITY AND CAPITAL RESOURCES**Automotive Sector**

Our Automotive liquidity strategy includes ensuring that we have sufficient liquidity available with a high degree of certainty throughout the business cycle by generating cash from operations and maintaining access to other sources of funding. We target to have an average ongoing Automotive gross cash balance of about \$20 billion. We expect to have periods when we will be above or below this amount due to (i) future cash flow expectations such as for pension contributions, debt maturities, capital investments, or restructuring requirements, (ii) short-term timing differences, and (iii) changes in the global economic environment. In addition, we also target to maintain a revolving credit facility for our Automotive business of about \$10 billion to protect against exogenous shocks. Our revolving credit facility is discussed below.

We assess the appropriate long-term target for total Automotive liquidity, comprised of Automotive gross cash and the revolving credit facility, to be about \$30 billion, which is an amount we believe is sufficient to support our business priorities and to protect our business. Our Automotive gross cash and Automotive liquidity targets could be reduced over time based on improved operating performance and changes in our risk profile.

For a discussion of risks to our liquidity, see "Item 1A. Risk Factors," in our 2014 Form 10-K Report, as well as Note 20 of the Notes to the Financial Statements, regarding commitments and contingencies that could impact our liquidity.

Our key liquidity metrics are Automotive gross cash, Automotive liquidity, and operating-related cash flow (which best represents the ability of our Automotive operations to generate cash).

Automotive gross cash includes cash and cash equivalents and marketable securities, net of any securities-in-transit. Automotive gross cash is detailed below as of the dates shown (in billions):

| | March 31, 2015 | December 31, 2014 | March 31, 2014 |
|--------------------------------------|-------------------|----------------------|-------------------|
| Cash and cash equivalents | \$ 5.1 | \$ 4.6 | \$ 4.5 |
| Marketable securities | 14.4 | 17.1 | 20.7 |
| Total cash and marketable securities | 19.5 | 21.7 | 25.2 |
| Securities-in-transit (a) | — | — | — |
| Automotive gross cash | <u>\$ 19.5</u> | <u>\$ 21.7</u> | <u>\$ 25.2</u> |

(a) The purchase or sale of marketable securities for which the cash settlement was not made by period-end and a payable or receivable was recorded on the balance sheet.

Our cash, cash equivalents, and marketable securities are held primarily in highly liquid investments, which provide for anticipated and unanticipated cash needs. Our cash, cash equivalents, and marketable securities primarily include U.S. Department of Treasury obligations, federal agency securities, bank time deposits with investment-grade institutions, corporate investment-grade securities, commercial paper rated A-1/P-1 or higher, and debt obligations of a select group of non-U.S. governments, non-U.S. governmental agencies, and supranational institutions. The average maturity of these investments ranges from about 90 days to up to about one year, and is adjusted based on market conditions and liquidity needs. We monitor our cash levels and average maturity on a daily basis. Of our total Automotive gross cash at March 31, 2015, 86% was held by consolidated entities domiciled in the United States.

Automotive gross cash and liquidity as of the dates shown were as follows (in billions):

| | March 31, 2015 | December 31, 2014 | March 31, 2014 |
|---|-------------------|----------------------|-------------------|
| Automotive gross cash | \$ 19.5 | \$ 21.7 | \$ 25.2 |
| Available credit lines | | | |
| Revolving credit facility, unutilized portion | 10.1 | 10.1 | 10.7 |
| Local lines available to foreign affiliates, unutilized portion | 0.6 | 0.6 | 0.7 |
| Automotive liquidity | <u>\$ 30.2</u> | <u>\$ 32.4</u> | <u>\$ 36.6</u> |

In managing our business, we classify changes in Automotive gross cash into operating-related and other items (which includes the impact of certain special items, contributions to funded pension plans, certain tax-related transactions, acquisitions and divestitures, capital transactions with the Financial Services sector, dividends paid to shareholders, and other—primarily financing-related).

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

We believe the cash flow analysis reflected in the table below is useful to investors because it includes in operating-related cash flow elements that we consider to be related to our Automotive operating activities (e.g., capital spending) and excludes cash flow elements that we do not consider to be related to the ability of our operations to generate cash. This differs from a cash flow statement prepared in accordance with GAAP and differs from *Net cash provided by/(used in) operating activities*, the most directly comparable GAAP financial measure.

Changes in Automotive gross cash are summarized below (in billions):

| | First Quarter | |
|--|-----------------|---------------|
| | 2015 | 2014 |
| Automotive gross cash at end of period | \$ 19.5 | \$ 25.2 |
| Automotive gross cash at beginning of period | 21.7 | 24.8 |
| Change in Automotive gross cash | <u>\$ (2.2)</u> | <u>\$ 0.4</u> |
| Automotive pre-tax profits (excluding special items) | \$ 0.9 | \$ 0.9 |
| Capital spending | (1.8) | (1.5) |
| Depreciation and tooling amortization | 1.1 | 1.0 |
| Changes in working capital (a) | 0.8 | 1.7 |
| Other/Timing differences (b) | (0.5) | (0.9) |
| Automotive operating-related cash flows | 0.5 | 1.2 |
| Separation payments | (0.4) | — |
| Net receipts from Financial Services sector (c) | — | 0.2 |
| Other (mainly purchase of Mazda's interest in AAI) | (0.3) | — |
| Cash flow before other actions | (0.2) | 1.4 |
| Changes in debt | (0.6) | — |
| Funded pension contributions | (0.8) | (0.5) |
| Dividends/Other items | (0.6) | (0.5) |
| Change in Automotive gross cash | <u>\$ (2.2)</u> | <u>\$ 0.4</u> |

(a) Working capital comprised of changes in receivables, inventory, and trade payables.

(b) Primarily expense and payment timing differences for items such as pension and OPEB, compensation, marketing, warranty, and timing differences between unconsolidated affiliate profits and dividends received. Also includes other factors, such as the impact of tax payments and vehicle financing activities between Automotive and FSG sectors.

(c) Primarily distributions from Ford Holdings (Ford Credit's parent) and tax payments received from Ford Credit.

With respect to "Changes in working capital," in general we carry relatively low Automotive sector trade receivables compared with our trade payables because the majority of our Automotive wholesales are financed (primarily by Ford Credit) immediately upon sale of vehicles to dealers, which generally occurs at the time the vehicles are gate-released shortly after being produced. In addition, our inventories are lean because we build to order, not for inventory. In contrast, our Automotive trade payables are based primarily on industry-standard production supplier payment terms generally ranging between 30 days to 45 days. As a result, our cash flow tends to improve as wholesale volumes increase, but can deteriorate significantly when wholesale volumes drop sharply. In addition, these working capital balances generally are subject to seasonal changes that can impact cash flow. For example, we typically experience cash flow timing differences associated with inventories and payables due to our annual summer and December shutdown periods, when production, and therefore inventories and wholesale volumes, are usually at their lowest levels, while payables continue to come due and be paid. The net impact of this typically results in cash outflows from changes in our working capital balances during these shutdown periods.

In the first quarter of 2015, we had a higher than normal level of non-operating related cash outflows associated with separation payments, the one-time payment for Mazda's interest in AAI (our former joint venture vehicle assembly plant in Michigan), debt repayments, and pension contributions. For the balance of the year, AAI will not repeat and quarterly cash outflows related to separation and debt payments and pension contributions will be, on average, much lower.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Shown below is a reconciliation between financial statement *Net cash provided by/(used in) operating activities* and operating-related cash flows (calculated as shown in the table above), as of the dates shown (in billions):

| | First Quarter | | Memo: Full Year |
|---|---------------|---------------|--------------------|
| | 2015 | 2014 | 2014 |
| Net cash provided by/(used in) operating activities | \$ 1.0 | \$ 2.0 | \$ 8.8 |
| Items included in operating-related cash flows | | | |
| Capital spending | (1.8) | (1.5) | (7.4) |
| Proceeds from the exercise of stock options | 0.1 | 0.1 | 0.2 |
| Net cash flows from non-designated derivatives | 0.1 | — | 0.2 |
| Items not included in operating-related cash flows | | | |
| Separation payments | 0.4 | — | 0.2 |
| Funded pension contributions | 0.8 | 0.5 | 1.5 |
| Tax refunds, tax payments, and tax receipts from affiliates | — | (0.2) | (0.2) |
| Other | (0.1) | 0.3 | 0.3 |
| Operating-related cash flows | <u>\$ 0.5</u> | <u>\$ 1.2</u> | <u>\$ 3.6</u> |

Credit Agreement. Lenders under our Second Amended and Restated Credit Agreement dated as of April 30, 2014 (the “revolving credit facility”) have commitments to us totaling \$12.2 billion, with about \$9 billion maturing on April 30, 2019 and about \$3 billion maturing on April 30, 2017. We have allocated \$2 billion of commitments to Ford Credit on an irrevocable and exclusive basis to support its liquidity. Any borrowings by Ford Credit under the revolving credit facility would be guaranteed by us.

The revolving credit facility is unsecured and free of material adverse change conditions to borrowing, restrictive financial covenants (for example, interest or fixed charge coverage ratio, debt-to-equity ratio, and minimum net worth requirements), and credit rating triggers that could limit our ability to obtain funding. The revolving credit facility contains a liquidity covenant that requires us to maintain a minimum of \$4 billion in aggregate of domestic cash, cash equivalents, and loaned and marketable securities and/or availability under the revolving credit facility. If our senior, unsecured, long-term debt does not maintain at least two investment grade ratings from Fitch, Moody's, and S&P (each as defined under “Total Company” below), the guarantees of certain subsidiaries will be required.

At March 31, 2015, the utilized portion of the revolving credit facility was \$57 million, representing amounts utilized as letters of credit.

Although not yet complete, we are in the process of amending our revolving credit facility. When complete, we would expect the total facility to increase to \$13.4 billion and the respective maturity dates to be extended by one year. The amendment would also provide for two new sub-facilities denominated in Brazilian real and Chinese renminbi, respectively. When completed, we intend to allocate the commitments under the renminbi sub-facility (initially the equivalent of \$1 billion) to Ford Credit, in addition to the \$2 billion of commitments we previously allocated to Ford Credit, on an irrevocable and exclusive basis. The closing will occur during the second quarter of 2015.

Other Automotive Credit Facilities. At March 31, 2015, we had \$756 million of local credit facilities available to non-U.S. Automotive affiliates, of which \$165 million had been utilized.

Net Cash. Our Automotive sector net cash calculation as of the dates shown was as follows (in billions):

| | March 31, 2015 | December 31, 2014 |
|------------------------------|-------------------|----------------------|
| Automotive gross cash | \$ 19.5 | \$ 21.7 |
| Less: | | |
| Long-term debt | 11.4 | 11.3 |
| Debt payable within one year | 2.0 | 2.5 |
| Total debt | <u>13.4</u> | <u>13.8</u> |
| Net cash | <u>\$ 6.1</u> | <u>\$ 7.9</u> |

Total Automotive debt at March 31, 2015 was \$400 million lower than it was at December 31, 2014. The reduction primarily reflects debt repayments, offset partially by the addition of the external debt of our Ford Sollers joint venture as a result of the consolidation of the joint venture on March 31, 2015. See Note 17 of the Notes to Financial Statements for further information about the consolidation of Ford Sollers.

We continue to work toward achieving our Automotive debt target of about \$10 billion by 2018. We plan to reduce Automotive debt from current levels by using cash from operations to make scheduled debt repayments.

Liquidity Sufficiency. One of the four key priorities of our One Ford plan is to finance our plan and improve our balance sheet, while at the same time having resources available to grow our business. Based on our planning assumptions, we believe that we have sufficient liquidity and capital resources to continue to invest in new products that customers want and value, transform and grow our business, pay our debts and obligations as and when they come due, pay a sustainable dividend, and provide protection within an uncertain global economic environment.

Based on expected cash flows and the identification of additional opportunities for profitable growth, the ongoing amount of capital spending to support product development, growth, restructuring, and infrastructure is expected to increase to about \$9 billion annually by 2020. Our capital spending was \$7.4 billion and \$6.6 billion in 2014 and 2013, respectively, and is expected to be about \$7.5 billion in 2015.

We will continue to work to strengthen further our balance sheet and improve our investment grade ratings; the amount of incremental capital required to do this will diminish over time as we work toward achieving our Automotive debt target and fully fund and de-risk our global funded pension plans.

Financial Services Sector

Ford Credit

Funding Overview. Ford Credit's funding strategy remains focused on diversification, and it plans to continue accessing a variety of markets, channels, and investors.

Ford Credit's liquidity profile continues to be diverse, robust, and focused on maintaining liquidity levels that meet its business and funding requirements. Ford Credit regularly stress tests its balance sheet and liquidity to ensure that it continues to meet its financial obligations through economic cycles.

Public Term Funding Plan. The following table shows Ford Credit's planned issuances for full year 2015, its global public term funding issuances through April 27, 2015, and for full year 2014 and 2013 (in billions), excluding short-term funding programs:

| | Public Term Funding Plan | | | |
|---------------------|--------------------------|---------------------|-------------------|-------------------|
| | 2015 | | Full-Year 2014 | Full-Year 2013 |
| | Full-Year Forecast | Through April 27 | | |
| Unsecured | \$ 12-15 | \$ 5 | \$ 13 | \$ 11 |
| Securitizations (a) | 13-16 | 5 | 15 | 14 |
| Total | \$ 25-31 | \$ 10 | \$ 28 | \$ 25 |

(a) Includes Rule 144A offerings.

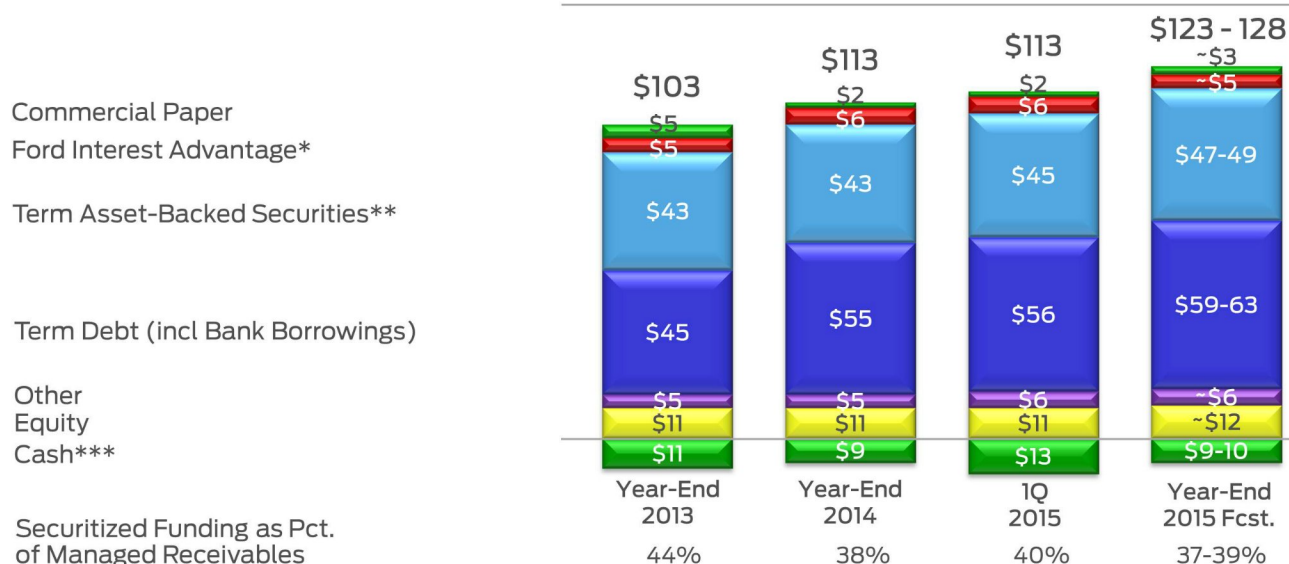
Through April 27, 2015, Ford Credit completed about \$10 billion of funding in the public term markets, split about equally between unsecured debt and asset-backed security ("ABS") transactions. Ford Credit completed its second ABS transaction in China of 3 billion renminbi. This transaction is a significant step in Ford Credit's continued progress of implementing its funding strategy to be more capital markets focused.

For 2015, the forecasted ranges are unchanged from prior guidance.

The following chart shows the trends in funding for Ford Credit's managed receivables:

FORD CREDIT FUNDING STRUCTURE

Funding of Managed Receivables (Bils)



* The Ford Interest Advantage program consists of floating rate demand notes

** Obligations issued in securitization transactions that are payable only out of collections on the underlying securitized assets and related enhancements

*** Cash, cash equivalents, and marketable securities (excludes marketable securities related to insurance activities)

At the end of the first quarter of 2015, managed receivables were \$113 billion, and Ford Credit ended the quarter with about \$13 billion in cash. Securitized funding was 40% of managed receivables.

Ford Credit is projecting 2015 year-end managed receivables of \$123 billion to \$128 billion and securitized funding as a percentage of managed receivables in the range of 37% to 39%. Ford Credit continues to expect this percentage to decline over time.

Liquidity. The following table illustrates Ford Credit's liquidity programs and utilization (in billions):

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Liquidity Sources | | |
| Cash (a) | \$ 13.0 | \$ 8.9 |
| Committed ABS lines (b) | 31.9 | 33.7 |
| FCE/Other unsecured credit facilities | 1.6 | 1.6 |
| Ford revolving credit facility allocation | 2.0 | 2.0 |
| Total liquidity sources | \$ 48.5 | \$ 46.2 |
| Utilization of Liquidity | | |
| Securitization cash (c) | \$ (2.6) | \$ (2.4) |
| Committed ABS lines | (15.8) | (15.3) |
| FCE/Other unsecured credit facilities | (0.4) | (0.4) |
| Ford revolving credit facility allocation | — | — |
| Total utilization of liquidity | (18.8) | (18.1) |
| Gross liquidity | 29.7 | 28.1 |
| Adjustments (d) | (1.8) | (1.6) |
| Net liquidity available for use | \$ 27.9 | \$ 26.5 |

(a) Cash, cash equivalents, and marketable securities (excludes marketable securities related to insurance activities).

(b) Committed ABS lines are subject to availability of sufficient assets and ability to obtain derivatives to manage interest rate risk.

(c) Used only to support on-balance sheet securitization transactions.

(d) Adjustments include other committed ABS lines in excess of eligible receivables and certain cash within FordREV available through future sales of receivables.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

As of March 31, 2015, Ford Credit's liquidity remains strong at \$27.9 billion, an increase of \$1.4 billion from year end 2014. Ford Credit's sources of liquidity include cash, committed asset-backed lines, unsecured credit facilities, and the corporate revolver allocation.

As of March 31, 2015, Ford Credit's liquidity sources including cash totaled \$48.5 billion, up \$2.3 billion from year end, reflecting higher cash balances to meet Ford Credit's near-term debt maturities. Ford Credit is focused on maintaining a strong liquidity position to meet its business and funding requirements through economic cycles.

Leverage. Ford Credit uses leverage, or the debt-to-equity ratio, to make various business decisions, including evaluating and establishing pricing for finance receivable and operating lease financing, and assessing its capital structure. Ford Credit refers to its shareholder's interest as equity.

The following table shows the calculation of Ford Credit's financial statement leverage (in billions, except for ratios):

| | March 31, 2015 | December 31, 2014 |
|-------------------------------------|-------------------|----------------------|
| Total debt (a) | \$ 109.1 | \$ 105.0 |
| Equity | 11.2 | 11.4 |
| Financial statement leverage (to 1) | 9.8 | 9.2 |

(a) Includes debt issued in securitization transactions and payable only out of collections on the underlying securitized assets and related enhancements. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions.

The following table shows the calculation of Ford Credit's managed leverage (in billions, except for ratios):

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Total debt (a) | \$ 109.1 | \$ 105.0 |
| Adjustments for cash (b) | (13.0) | (8.9) |
| Adjustments for derivative accounting (c) | (0.7) | (0.4) |
| Total adjusted debt | \$ 95.4 | \$ 95.7 |
| Equity | \$ 11.2 | \$ 11.4 |
| Adjustments for derivative accounting (c) | (0.4) | (0.4) |
| Total adjusted equity | \$ 10.8 | \$ 11.0 |
| Managed leverage (to 1) (d) | 8.8 | 8.7 |

(a) Includes debt issued in securitization transactions and payable only out of collections on the underlying securitized assets and related enhancements. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions.

(b) Cash, cash equivalents, and marketable securities (excludes marketable securities related to insurance activities).

(c) Primarily related to market valuation adjustments to derivatives due to movements in interest rates. Adjustments to debt are related to designated fair value hedges and adjustments to equity are related to retained earnings.

(d) Equals total adjusted debt over total adjusted equity.

Ford Credit plans its managed leverage by considering prevailing market conditions and the risk characteristics of its business. At March 31, 2015, Ford Credit's managed leverage was 8.8:1, compared with 8.7:1 at December 31, 2014.

Total Company

Equity. At March 31, 2015, *Total equity attributable to Ford Motor Company* was \$24.9 billion, an increase of \$142 million compared with December 31, 2014. The increase primarily reflects favorable changes in *Retained earnings* of \$331 million related to first quarter 2015 *Net income attributable to Ford Motor Company* of \$924 million, net of cash dividends declared of \$593 million; favorable changes in *Capital in excess of par value of stock* of \$184 million related to compensation-related equity issuances; offset by unfavorable changes in *Accumulated other comprehensive income/ (loss)* of \$374 million.

Credit Ratings. Our short-term and long-term debt is rated by four credit rating agencies designated as nationally recognized statistical rating organizations ("NRSROs") by the U.S. Securities and Exchange Commission:

- DBRS Limited ("DBRS");
- Fitch, Inc. ("Fitch");
- Moody's Investors Service, Inc. ("Moody's"); and
- Standard & Poor's Ratings Services, a division of McGraw Hill Financial ("S&P").

In several markets, locally-recognized rating agencies also rate us. A credit rating reflects an assessment by the rating agency of the credit risk associated with a corporate entity or particular securities issued by that entity. Rating agencies' ratings of us are based on information provided by us and other sources. Credit ratings assigned to us from all of the NRSROs are closely associated with their opinions on Ford. Credit ratings are not recommendations to buy, sell, or hold securities, and are subject to revision or withdrawal at any time by the assigning rating agency. Each rating agency may have different criteria for evaluating company risk and, therefore, ratings should be evaluated independently for each rating agency.

There have been no rating actions taken by these NRSROs since the filing of our 2014 Form 10-K.

The following chart summarizes certain of the credit ratings and outlook presently assigned by these four NRSROs:

| NRSRO RATINGS | | | | | | | |
|---------------|--|----------------------------|-----------------|----------------------------|----------------------|-----------------|---|
| | Ford | | | Ford Credit | | | NRSROs |
| | Issuer Default / Corporate / Issuer Rating | Long-Term Senior Unsecured | Outlook / Trend | Long-Term Senior Unsecured | Short-Term Unsecured | Outlook / Trend | Minimum Long-Term Investment Grade Rating |
| DBRS | BBB (low) | BBB (low) | Stable | BBB (low) | R-3 | Stable | BBB (low) |
| Fitch | BBB- | BBB- | Positive | BBB- | F3 | Positive | BBB- |
| Moody's | N/A | Baa3 | Stable | Baa3 | P-3 | Stable | Baa3 |
| S&P * | BBB- | BBB- | Stable | BBB- | A-3 | Stable | BBB- |

* S&P assigns FCE Bank plc ("FCE") a long-term senior unsecured credit rating of BBB, a one-notch higher rating than Ford and Ford Credit, with a stable outlook.

PRODUCTION VOLUMES

Our first quarter 2015 production volumes and second quarter 2015 projected production volumes are as follows (in thousands):

| | 2015 | | | |
|----------------------|----------------------|------------|-------------------------|------------|
| | First Quarter Actual | | Second Quarter Forecast | |
| | Units | O/(U) 2014 | Units | O/(U) 2014 |
| North America | 723 | (51) | 815 | 13 |
| South America | 102 | 8 | 95 | (8) |
| Europe | 436 | 54 | 410 | 8 |
| Middle East & Africa | 21 | 4 | 25 | 5 |
| Asia Pacific | 373 | 27 | 395 | 30 |
| Total | 1,655 | 42 | 1,740 | 48 |

OUTLOOK

Business Environment

We expect this year to be a year of growth globally with GDP growth in the 3% range. This will be driven by the United States, China, although at levels lower than in years past, and improved growth in the Euro Area with the United Kingdom continuing to perform at a higher level. The principal areas of concern are South America, which continues to face difficulties, and Russia. We also expect the strong U.S. dollar and weak commodity prices, including oil, to continue throughout the year. All in all, we see conditions as still being supportive of modest growth in global automotive industry sales in 2015.

2015 Planning Assumptions and Key Metrics

Based on the current economic environment, our planning assumptions and key metrics for 2015 include the following:

| | 2014 Full Year Results | 2015 Full Year | | Memo: 2015 First Quarter Results |
|---|------------------------------|--------------------|-------------|---|
| | | Plan | Outlook | |
| Planning Assumptions (Mils.) | | | | |
| Industry Volume -- U.S. | 16.8 | 17.0 - 17.5 | On Track | 17.1 |
| -- Europe 20 | 14.6 | 14.8 - 15.3 | 15.2 - 15.7 | 15.7 |
| -- China | 24.0 | 24.5 - 26.5 | 24.0 - 26.0 | 24.0 |
| Key Metrics | | | | |
| Automotive (Compared with 2014): | | | | |
| - Revenue (Bils.) | \$ 135.8 | Higher | On Track | \$ 31.8 |
| - Operating Margin | 3.9 % | Higher | On Track | 3.6 % |
| - Operating-Related Cash Flow (Bils.) (a) | \$ 3.6 | Higher | On Track | \$ 0.5 |
| Ford Credit (Compared with 2014): | | | | |
| - Pre-Tax Profit (Bils.) | \$ 1.9 | Equal To Or Higher | On Track | \$ 0.5 |
| Total Company: | | | | |
| - Pre-Tax Profit (Bils.) (a) | \$ 6.3 | \$8.5 - \$9.5 | On Track | \$ 1.4 |

(a) Excludes special items; reconciliation to GAAP provided in "Results of Operations" and "Liquidity and Capital Resources" above

We expect this year to be a very strong one for Ford Motor Company.

In terms of industry sales outlook, we are raising our guidance for Europe 20, while trimming it back a bit in China. Industry sales in the United States still look to be on track for 17 million to 17.5 million units.

All of our other financial guidance at the Company level remains on track. We expect growth in Automotive revenue compared with 2014, higher Automotive operating margin, higher positive operating cash flow, equal or higher results at Ford Credit, and a total Company pre-tax profit, excluding special items, of \$8.5 billion to \$9.5 billion.

We continue to expect the second half of 2015 will be more profitable than the first half of the year due to the timing of our product and capacity launches.

We now expect our operating effective tax rate, which we have changed to include the profits of our unconsolidated subsidiaries, to be about equal to or higher than our 2014 rate of 26% calculated under this same method. This outlook continues to assume extension of U.S. research credit legislation in the fourth quarter of 2015.

We believe our first quarter 2015 results have us on track for the breakthrough year we expect 2015 to be.

Risk Factors

Statements included or incorporated by reference herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on expectations, forecasts, and assumptions by our management and involve a number of risks, uncertainties, and other factors that could cause actual results to differ materially from those stated, including, without limitation:

- Decline in industry sales volume, particularly in the United States, Europe, or China, due to financial crisis, recession, geopolitical events, or other factors;
- Decline in Ford's market share or failure to achieve growth;
- Lower-than-anticipated market acceptance of Ford's new or existing products;
- Market shift away from sales of larger, more profitable vehicles beyond Ford's current planning assumption, particularly in the United States;
- An increase in or continued volatility of fuel prices, or reduced availability of fuel;
- Continued or increased price competition resulting from industry excess capacity, currency fluctuations, or other factors;
- Fluctuations in foreign currency exchange rates, commodity prices, and interest rates;
- Adverse effects resulting from economic, geopolitical, or other events;
- Economic distress of suppliers that may require Ford to provide substantial financial support or take other measures to ensure supplies of components or materials and could increase costs, affect liquidity, or cause production constraints or disruptions;
- Work stoppages at Ford or supplier facilities or other limitations on production (whether as a result of labor disputes, natural or man-made disasters, tight credit markets or other financial distress, production constraints or difficulties, or other factors);
- Single-source supply of components or materials;
- Labor or other constraints on Ford's ability to maintain competitive cost structure;
- Substantial pension and postretirement health care and life insurance liabilities impairing liquidity or financial condition;
- Worse-than-assumed economic and demographic experience for postretirement benefit plans (e.g., discount rates or investment returns);
- Restriction on use of tax attributes from tax law "ownership change;"
- The discovery of defects in vehicles resulting in delays in new model launches, recall campaigns, or increased warranty costs;
- Increased safety, emissions, fuel economy, or other regulations resulting in higher costs, cash expenditures, and/or sales restrictions;
- Unusual or significant litigation, governmental investigations, or adverse publicity arising out of alleged defects in products, perceived environmental impacts, or otherwise;
- A change in requirements under long-term supply arrangements committing Ford to purchase minimum or fixed quantities of certain parts, or to pay a minimum amount to the seller ("take-or-pay" contracts);
- Adverse effects on results from a decrease in or cessation or clawback of government incentives related to investments;
- Inherent limitations of internal controls impacting financial statements and safeguarding of assets;
- Cybersecurity risks to operational systems, security systems, or infrastructure owned by Ford, Ford Credit, or a third-party vendor or supplier;
- Failure of financial institutions to fulfill commitments under committed credit and liquidity facilities;
- Inability of Ford Credit to access debt, securitization, or derivative markets around the world at competitive rates or in sufficient amounts, due to credit rating downgrades, market volatility, market disruption, regulatory requirements, or other factors;
- Higher-than-expected credit losses, lower-than-anticipated residual values, or higher-than-expected return volumes for leased vehicles;
- Increased competition from banks, financial institutions, or other third parties seeking to increase their share of financing Ford vehicles; and
- New or increased credit, consumer, or data protection or other regulations resulting in higher costs and/or additional financing restrictions.

We cannot be certain that any expectation, forecast, or assumption made in preparing forward-looking statements will prove accurate, or that any projection will be realized. It is to be expected that there may be differences between projected and actual results. Our forward-looking statements speak only as of the date of their initial issuance, and we do not undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events, or otherwise. For additional discussion, see "Item 1A. Risk Factors" in our 2014 Form 10-K report, as updated by our subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

ACCOUNTING STANDARDS ISSUED BUT NOT YET ADOPTED

For information on accounting standards issued but not yet adopted, see Note 2 of the Notes to the Financial Statements.

OTHER FINANCIAL INFORMATION

The interim financial information included in this Quarterly Report on Form 10-Q for the periods ended March 31, 2015 and 2014 has not been audited by PricewaterhouseCoopers LLP ("PwC"). In reviewing such information, PwC has applied limited procedures in accordance with professional standards for reviews of interim financial information. Readers should restrict reliance on PwC's reports on such information accordingly. PwC is not subject to the liability provisions of Section 11 of the Securities Act of 1933 for its reports on interim financial information, because such reports do not constitute "reports" or "parts" of registration statements prepared or certified by PwC within the meaning of Sections 7 and 11 of the Securities Act of 1933.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.

Automotive Sector

Foreign Currency Risk. The net fair value of foreign exchange forward contracts (including adjustments for credit risk), as of March 31, 2015, was a liability of \$118 million compared with a liability of \$130 million as of December 31, 2014. The potential decrease in fair value from a 10% adverse change in the underlying exchange rates, in U.S. dollar terms, would be \$2.1 billion at March 31, 2015, unchanged from December 31, 2014.

Commodity Price Risk. The net fair value of commodity forward contracts (including adjustments for credit risk) as of March 31, 2015 was a liability of \$46 million, compared with a liability of \$66 million as of December 31, 2014. The potential decrease in fair value from a 10% adverse change in the underlying commodity prices, in U.S. dollar terms, would be \$61 million at March 31, 2015, compared with \$63 million at December 31, 2014.

Financial Services Sector

Interest Rate Risk. To provide a quantitative measure of the sensitivity of its pre-tax cash flow to changes in interest rates, Ford Credit uses interest rate scenarios that assume a hypothetical, instantaneous increase or decrease of one percentage point in all interest rates across all maturities (a "parallel shift"), as well as a base case that assumes that all interest rates remain constant at existing levels. The differences in pre-tax cash flow between these scenarios and the base case over a twelve-month period represent an estimate of the sensitivity of Ford Credit's pre-tax cash flow. Under this model, Ford Credit estimates that at March 31, 2015, all else constant, such an increase in interest rates would decrease its pre-tax cash flow by \$11 million over the next 12 months, compared with a decrease of \$46 million at December 31, 2014. In reality, interest rate changes are rarely instantaneous or parallel and rates could move more or less than the one percentage point assumed in Ford Credit's analysis. As a result, the actual impact to pre-tax cash flow could be higher or lower than the results detailed above.

ITEM 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. Mark Fields, our Chief Executive Officer ("CEO"), and Bob Shanks, our Chief Financial Officer ("CFO"), have performed an evaluation of the Company's disclosure controls and procedures, as that term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), as of March 31, 2015, and each has concluded that such disclosure controls and procedures are effective to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by SEC rules and forms, and that such information is accumulated and communicated to the CEO and CFO to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting. In October 2011, we and Sollers formed the Ford Sollers joint venture to operate in Russia, which was accounted for using the equity method. On March 31, 2015, we and Sollers agreed to certain changes to the structure of the Ford Sollers joint venture and the related shareholders' agreement. The changes include Ford providing additional funding to the joint venture and gaining a controlling interest in the joint venture through the acquisition of preferred shares. As a result, effective March 31, 2015, we have consolidated the joint venture for financial reporting purposes.

PART II. OTHER INFORMATION

ITEM 2. *Unregistered Sales of Equity Securities and Use of Proceeds.*

During the first quarter of 2015, we repurchased shares of Ford Common Stock from our employees or directors related to certain exercises of stock options, in accordance with our various compensation plans, as follows:

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly- Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|--|--|------------------------------------|---|--|
| January 1, 2015 through January 31, 2015 | 4,019 | \$ 15.22 | — | — |
| February 1, 2015 through February 28, 2015 | 9,364 | 15.94 | — | — |
| March 1, 2015 through March 31, 2015 | 6,330 | 16.03 | — | — |
| Total/Average | 19,713 | \$ 15.82 | — | — |

ITEM 6. *Exhibits.*

Please see exhibit index below.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, Ford has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

FORD MOTOR COMPANY

By: /s/ Stuart Rowley
Stuart Rowley, Vice President and Controller
(principal accounting officer)

Date: April 28, 2015

EXHIBIT INDEX

| <u>Designation</u> | <u>Description</u> | <u>Method of Filing</u> |
|--------------------|--|-----------------------------|
| Exhibit 12 | Calculation of Ratio of Earnings to Fixed Charges. | Filed with this Report. |
| Exhibit 15 | Letter of PricewaterhouseCoopers LLP, dated April 28, 2015, relating to financial information. | Filed with this Report. |
| Exhibit 31.1 | Rule 15d-14(a) Certification of CEO. | Filed with this Report. |
| Exhibit 31.2 | Rule 15d-14(a) Certification of CFO. | Filed with this Report. |
| Exhibit 32.1 | Section 1350 Certification of CEO. | Furnished with this Report. |
| Exhibit 32.2 | Section 1350 Certification of CFO. | Furnished with this Report. |
| Exhibit 101.INS | XBRL Instance Document. | * |
| Exhibit 101.SCH | XBRL Taxonomy Extension Schema Document. | * |
| Exhibit 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. | * |
| Exhibit 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. | * |
| Exhibit 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. | * |
| Exhibit 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. | * |

* Submitted electronically with this Report in accordance with the provisions of Regulation S-T.

FORD MOTOR COMPANY AND SUBSIDIARIES
CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES
(in millions)

| | <u>First Quarter 2015</u> |
|--|-------------------------------|
| Earnings | |
| Income before income taxes | \$ 1,405 |
| Add/(Deduct): | |
| Equity in net income of affiliated companies | (437) |
| Dividends from affiliated companies | 80 |
| Fixed charges excluding capitalized interest | 851 |
| Amortization of capitalized interest | 10 |
| Earnings | <u>\$ 1,909</u> |
| Fixed Charges | |
| Interest expense | \$ 812 |
| Interest portion of rental expense (a) | 39 |
| Capitalized interest | 5 |
| Total fixed charges | <u>\$ 856</u> |
| Ratios | |
| Ratio of earnings to fixed charges | 2.2 |

(a) One-third of all rental expense is deemed to be interest.

April 28, 2015

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

RE: Ford Motor Company Registration Statement Nos. 33-62227, 333-02735, 333-20725, 333-31466, 333-47733, 333-56660, 333-57596, 333-65703, 333-71380, 333-74313, 333-85138, 333-87619, 333-104063, 333-113584, 333-123251, 333-138819, 333-138821, 333-149453, 333-149456, 333-153815, 333-153816, 333-156630, 333-156631, 333-157584, 333-162992, 333-162993, 333-165100, 333-172491, 333-179624, 333-186730, 333-193999, and 333-194000 on Form S-8 and 333-194060 on Form S-3

Commissioners:

We are aware that our report dated April 28, 2015 on our review of interim financial information of Ford Motor Company (the "Company") for the three month periods ended March 31, 2015 and March 31, 2014 and included in the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2015 is incorporated by reference in the aforementioned Registration Statements.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Detroit, Michigan

CERTIFICATION

I, Mark Fields, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended March 31, 2015 of Ford Motor Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 28, 2015

/s/ Mark Fields

Mark Fields

President and Chief Executive Officer

CERTIFICATION

I, Bob Shanks, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended March 31, 2015 of Ford Motor Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 28, 2015

/s/ Bob Shanks

Bob Shanks

Executive Vice President and
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Mark Fields, President and Chief Executive Officer of Ford Motor Company (the "Company"), hereby certify pursuant to Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that to my knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2015, to which this statement is furnished as an exhibit (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 28, 2015

/s/ Mark Fields

Mark Fields

President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Bob Shanks, Executive Vice President and Chief Financial Officer of Ford Motor Company (the "Company"), hereby certify pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that to my knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2015, to which this statement is furnished as an exhibit (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 28, 2015

/s/ Bob Shanks

Bob Shanks

Executive Vice President and
Chief Financial Officer